Date: 04th September, 2025

To The General Manager Department of Corporate Services BSE Ltd, P. J. Towers, Dalal Street, Mumbai – 400 001 Scrip code: 532407	To The Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 051 Scrip Symbol: MOSCHIP

Dear Sir,

Sub: Submission of 26th Annual Report of the Company for the financial year 2024-2025.

Ref: Scrip code: 532407

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Pursuant to Regulation 34 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are enclosing herewith the 26th Annual Report of MosChip Technologies Limited for the financial year 2024-2025 comprising the Notice of the AGM, Audited Balance Sheet as at 31st March, 2025, Statement of Profit and Loss for the year ended on that date, Statement of Changes in Equity for the year and Cash Flows Statement together with Notes to Financial Statements for the year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon.

The 26th Annual Report was also uploaded in MosChip website under following link
https://moschip.com/wp-content/uploads/2025/09/MosChip-AR-24-25-Final-Spread-View.pdf

This is for your information and record.

Yours faithfully,
For MosChip Technologies Limited

Suresh Bachalakura
Digitally signed by Suresh Bachalakura
Date: 2025.09.04 19:34:02 +05'30'

CS Suresh Bachalakura
Company Secretary & Compliance Officer

Encl: As above

MosChip Technologies Limited
7th Floor, My Home Twitza, TSIIC Knowledge City, Hyderabad, Telangana - 500081, India
Tel: +91 40 6622 9292, Fax: +91 40 66229393, www.MosChip.Com, CIN: L31909TG1999PLC032184

26th Annual Report
2024-2025

MOSCHIP®

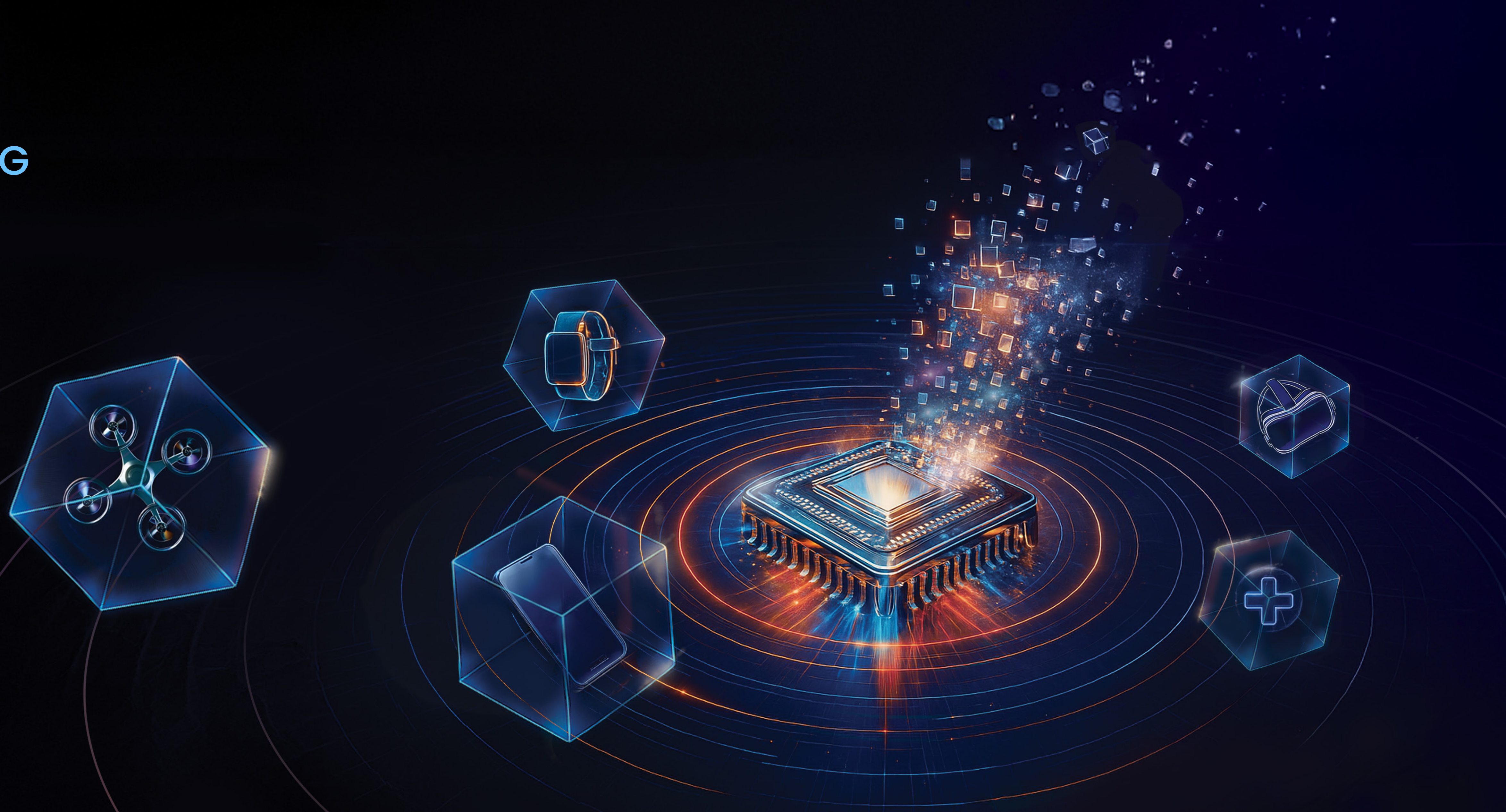
PROGRESSIVE ENGINEERING EXCELLENCE

www.moschip.com

PROGRESSIVE ENGINEERING EXCELLENCE

For over two decades, MosChip has built the kind of engineering depth that enables customers to transform complex ideas into a working reality.

We call it progressive engineering — the ability to evolve with technology, adapt quickly to change, and deliver solutions that work today while anticipating tomorrow's needs. It means combining specialised depth with cross-domain breadth to help customers move from bold ideas to market-ready innovations with confidence.



Our capabilities span semiconductor ASICs, hardware, device software, digital systems, machine learning, computer vision, and GenAI. Whether developing advanced semiconductor solutions at cutting-edge process nodes, engineering intelligent connected products, or enabling AI-driven digital ecosystems, we bring the right capabilities together to solve complex engineering challenges.

This flexibility enables customers to engage with MosChip for targeted expertise or leverage our comprehensive product lifecycle capabilities — from idea to intelligent systems. In every engagement, our goal is the same: accelerate innovation, shorten time-to-market, and deliver tangible value.

For us, progressive engineering excellence is more than a standard — it defines our approach to problem-solving, underpins our customer loyalty, and fuels our steady progress in tandem with evolving technologies.

CONTENTS

FY 2025 Highlights

KEY HIGHLIGHTS OF THE YEAR

05
R&D centres

1,400+
Engineers

475+
Women engineers

11.20%
ROE

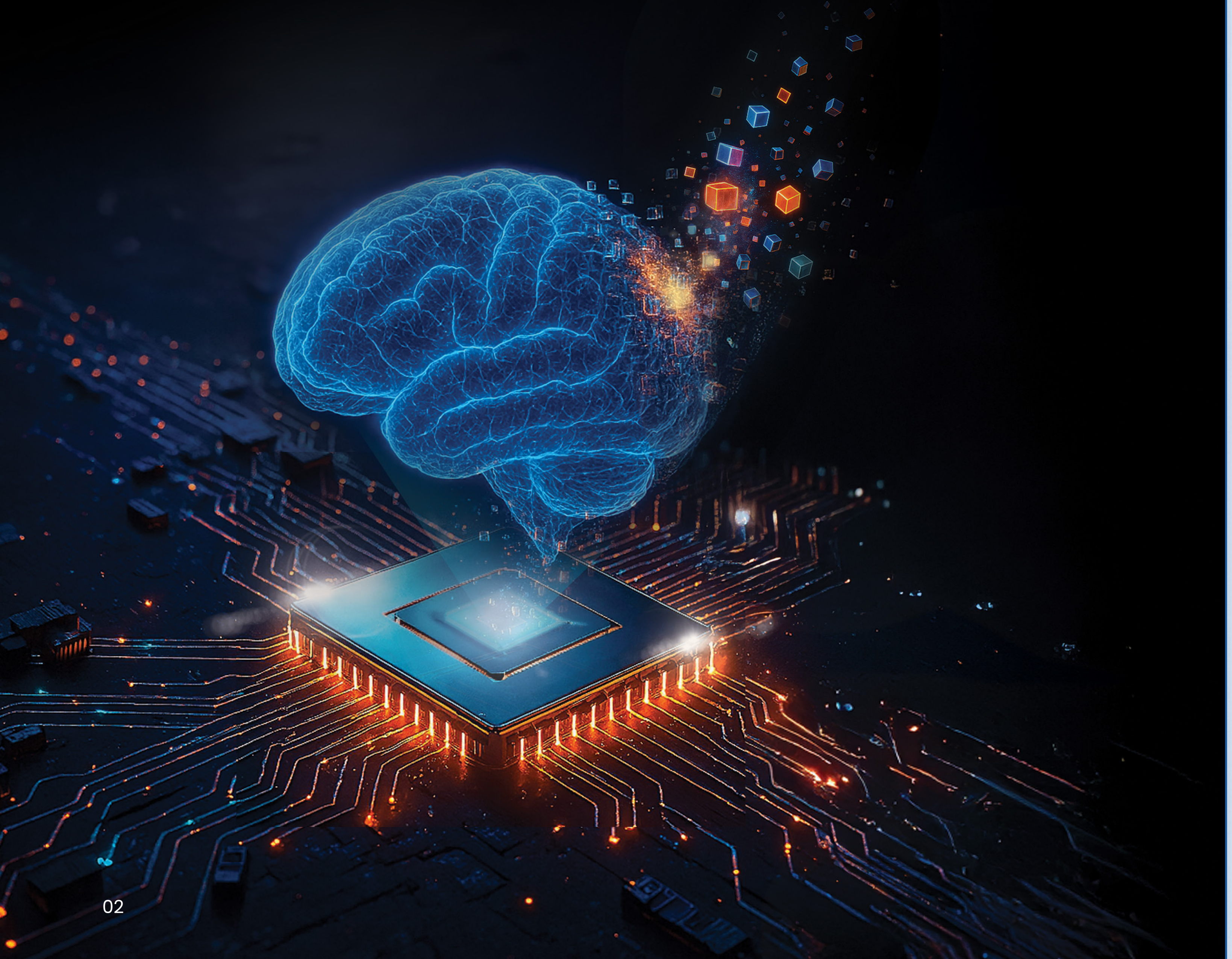
28 years
Average age of employees

₹328 Crore
Net worth

₹466.84 Crore
Revenue

₹60.05 Crore
EBITDA

₹33.46 Crore
Net profit after tax



Corporate Overview

ABOUT US

MosChip Technologies Limited is a leading silicon and product engineering services company with over two decades of experience delivering end-to-end product design and development — from concept to complete systems. As a trusted partner for silicon, product, and AI/ML engineering, we combine domain expertise with a global delivery model to help businesses accelerate innovation and transformation.

With a team of 1,400+ engineers and domain specialists across India and the USA, our capabilities span ASIC and mixed-signal IP design, FPGA design, verification and validation, embedded systems, IoT solution design, digital systems, computer vision, and AI/ML integration. We work across industries including semiconductors, industrial and home automation, automotive, media and entertainment, consumer electronics, telecommunications, networking, data centres, and healthcare.

Headquartered in Hyderabad, India, and publicly traded, MosChip is committed to being the preferred technology partner throughout the entire product lifecycle, delivering comprehensive, best-in-class solutions timely that enable our clients to achieve their business and operational goals.

05 R&D Centres
in India and the USA

100+ Global Clients
Partnered with us

Listed on the BSE & NSE
in 2001 and 2025, respectively

25+ Years
of Engineering DNA

Business Units

OUR IDENTITY

Silicon Engineering

MosChip is a trusted partner for end-to-end silicon design, helping global customers turn concepts into first-time-right silicon. As a TSMC Design Centre Alliance (DCA) partner, we bring world-class process technology access, proven methodologies, and a track record of 200+ successful SoC tape-outs.

Our offerings span three core areas:

- **Turnkey ASIC:** Complete concept-to-production ASIC solutions, from architecture and RTL design to silicon bring-up and manufacturing.
- **Design Services:** Flexible ASIC, SoC, and FPGA design expertise, including IP integration, low-power design, and verification.
- **IP Services:** Expert IP porting, customisation, and integration services to help customers adapt proven IP to new processes, performance targets, and product requirements.

By combining deep engineering expertise with strategic alliances, MosChip enables the next generation of high-performance, intelligent, and connected products for diverse global markets.

900+
Silicon Professionals

600+
Tape-outs

180nm to 2nm
Technology Node Expertise

Solution Accelerator Suite: MosChip DigitalSky GenAIoT

MosChip DigitalSky GenAIoT is a first of its kind, comprehensive digital solutions suite designed to fast-track the creation of connected, intelligent products. Built with modular, reusable architecture, it fuses IoT, Edge AI, Cloud AI, Generative AI, workflow automation, cloudification, security, and application modernisation into a unified accelerator suite. It dramatically reduces development complexity, shortens time-to-market, and enhances operational efficiency by providing pre-built components for asset onboarding, monitoring, management, rule engines, analytics, and automation.

Tailored for industries such as smart homes, automotive, healthcare, manufacturing, energy, and consumer electronics, MosChip DigitalSky GenAIoT empowers enterprises with scalable, future-ready solutions. Its flexible, no-lock-in model combines cognitive intelligence, adaptive edge security, and unified orchestration, enabling enterprises to innovate across the entire product lifecycle from hardware to AI-driven insights and operations automation.

75+
Core AI Models

30+
EdgeAI Models

~20
GenAI Solutions

10+
Automation Bots

Product Engineering

MosChip's product engineering services help global businesses design, develop, and launch next-gen connected and intelligent products with optimised cost and accelerated timelines. We deliver end-to-end capabilities across the entire product development lifecycle, combining hardware, embedded software, and digital expertise into a seamless engineering approach.

Our offerings include:

Hardware and Systems Engineering

High-speed, multi-layer PCB and platform design optimised for manufacturability and performance; rugged miniaturised enclosures; validation and compliance testing; obsolescence management; and simulation for SI/PI, thermal, and EMC.

Device Software Engineering

Embedded firmware, device drivers, OS integration, connectivity stacks, and multimedia solutions.

Digital Engineering

Cloud, IoT, AI/ML integration, data engineering, digital twins, and application development.

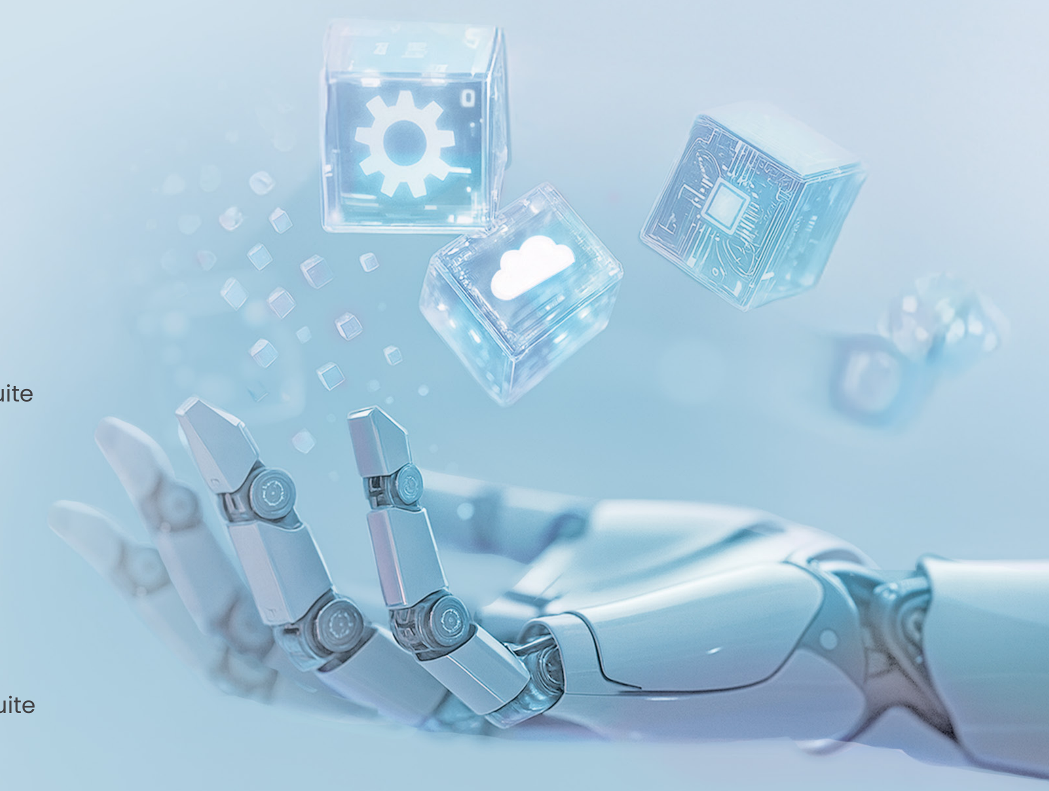
Backed by global talent and deep technology expertise, we help clients simplify complex engineering challenges, accelerate time-to-market, and enable future ready innovations.

400+
Professionals in Product Engineering

500+
Successful Projects

Accelerator Suites

- Integrated IoT and Connectivity Suite
- Cognitive Intelligence Suite
- Digital Native Suite
- Unified Automation Suite



Our Presence

EXPANDING HORIZONS

Headquartered in Hyderabad, we maintain a strong engineering presence across key technology hubs in India, as well as in the USA, enabling the delivery of advanced silicon and product engineering solutions that drive enterprise innovation for global enterprises.

Milestones

CHARTING OUR JOURNEY

MosChip Technologies, founded on 27^{th} July 1999, is India's first publicly listed fabless semiconductor company. Over the past 25 years, we have evolved from providing silicon solutions to delivering integrated services in IoT, AI/ML, and end-to-end product design, unlocking limitless possibilities for innovation and growth.

1999
- Incorporated as Netmos Technology India Private Limited in Hyderabad, India

2000
- Changed name to MosChip Semiconductor Technology Limited

2001
- Became India's first publicly traded fabless semiconductor company (BSE)
- Acquired NetMos Technology, Inc (USA), a fabless semiconductor startup in the Silicon Valley

2003
- Acquired Verasity Technologies, Inc. (USA), expanding Verification capabilities

2016
- Acquired elitePLUS Semiconductor Technologies, Orange Semiconductors, and Maven Systems, expanding in IoT capabilities

2018-19
- Acquired FirstPass Semiconductors Pvt Ltd and Gigacom Semiconductor LLC, expanding the design services portfolio
- Renamed to MosChip Technologies Ltd.

2022
- Became a TSMC Design Centre Alliance (DCA) partner
- Ranked among the Top 3 'Best Small Companies to Work in India 2022' Awards by AmbitionBox
- Awarded 'India's Growth Champions—2022' by The Economic Times and Statista
- Inaugurated MosChip Academy of Silicon Systems and Technologies (MAST)
- Recognised as Qualcomm's 'Most Valuable Software Supplier'

2023
- Acquired Softnautics Inc. (USA), expanding Product Engineering capabilities

2024
- Launched MosChip DigitalSky™— a Digital Solutions suite
- Initiated development of Smart Energy Meter IC under India's semiconductor DLI Scheme
- Partnered with C-DAC to develop an indigenous HPC SoC

2025
- Ranked among LinkedIn's Top 15 Mid-Size Companies in India
- Listed on the NSE
- Ranked 245^{th} in Asia-Pacific High-growth Companies 2025.

Management Messages

MESSAGE FROM THE CHAIRMAN

Dear Shareholders,

This year, MosChip has further consolidated our position as a global semiconductor design company and global engineering partner of choice in two distinct yet complementary domains: silicon engineering and product engineering. Each area addresses unique customer needs, and together they reflect the depth and versatility of our capabilities in a rapidly evolving technology landscape. I am happy to say that in each area, we have delivered excellence.

Rapidly Progressing Innovation and Technology

The pace of innovation continues to accelerate all over the world. Artificial intelligence is reshaping industries, and semiconductor advancements at leading-edge nodes are unlocking new possibilities. In this dynamic environment, customers increasingly seek partners who can solve complex challenges, whether that involves designing advanced ASICs, engineering intelligent connected products, or integrating both as part of broader technology programmes.

Shaping India's Global Position

As a global player with a strong presence across North America and Asia, MosChip continues to expand our footprint while remaining deeply committed to national priorities. We actively support the 'Make in India' initiative by investing in domestic talent, infrastructure, and partnerships that strengthen India's position in the global semiconductor and electronics value chain. This dual focus—global reach with local impact—enables us to deliver world-class solutions while contributing to India's technological self-reliance.

Engineering Excellence

Over the past year, we have significantly enhanced our expertise in cutting-edge silicon design, embedded intelligence, and the digital stack—capabilities that empower our customers to innovate faster and more effectively. This breadth of engineering excellence enables MosChip to remain relevant across diverse sectors, including semiconductors, industrial, consumer electronics, and automotive.Our ability to take an idea from specification to product has become a key differentiator in a market where speed, integration, and reliability are paramount. We are proud to be a trusted partner in our customers' innovation journeys.

> I extend my heartfelt gratitude to our customers, employees, partners, and shareholders for your continued trust and support. Together, we will continue to push the boundaries of engineering and deliver enduring value in a connected, intelligent world to our customers and shareholders.

Yours sincerely,
K. Pradeep Chandra
Chairman
MosChip Technologies Limited

MESSAGE FROM MD AND CEO

Dear Shareholders,

FY 2025 marked a pivotal year for MosChip Technologies, demonstrating our ability to deliver engineering excellence across both silicon and product engineering domains. Our dual-domain expertise—spanning advanced ASIC design and intelligent product development—continues to position us as a trusted, long-term partner to global customers navigating complex technology transformations.

Strategic and Operational Highlights

This year, we achieved several key milestones that reflect our commitment to innovation and customer success:

Talent and Academia Engagement:

We strengthened our relationships with academic institutions to build a robust talent pipeline. These partnerships are critical to sustaining innovation and scaling our workforce in Semiconductor Design and Product Engineering Solutions.

Smart Energy Meter IC:

We are developing a Smart Energy Meter IC, a project partially funded under the Government of India's Design Linked Incentive (DLI) Scheme. This initiative aligns with our vision to support energy efficiency and domestic innovation through indigenous silicon solutions. We will explore both the domestic and international markets through this product.

AI-Driven Product Engineering:

We expanded our embedded AI and vision engineering capabilities, empowering customers to deploy on-device intelligence across industrial IoT and edge platforms.

Launch of MosChip DigitalSky GenAIoT™:

Our solution accelerator integrates device connectivity, EdgeAI, CloudAI, GenAI, automation, and cloud orchestration—enabling customers to build intelligent, connected products faster and more efficiently.

Advanced Silicon Engineering:

We delivered ASICs on advanced process nodes for high-growth applications in connectivity, industrial systems, and intelligent devices. A notable highlight was our collaboration with C-DAC and Socionext on the AUM processor, a high-performance computing SoC built on 5nm technology. This project underscores our leadership in cutting-edge silicon design and our contribution to India's strategic semiconductor roadmap.

Strengthened Ecosystem Partnerships:

Our collaboration with leading foundries continues to deepen, providing MosChip with early access to cutting-edge semiconductor technologies. These advancements are instrumental in enabling high-performance solutions across AI, high-performance computing (HPC), and automotive applications. In parallel, we have strengthened our relationships with leading EDA (Electronic Design Automation) and IP vendors, ensuring access to best-in-class design tools, verification platforms, and reusable IP blocks. These partnerships enhance our ability to deliver first-time-right silicon and accelerate time-to-market for complex ASIC and system-level designs.

Financial Highlights

FY 2025 was a transformative year for MosChip, marked by exceptional financial performance,strategic milestones, and operational resilience. Our continued focus on innovation, execution, and stakeholder value creation has positioned us strongly for sustained growth.

- **Revenue Growth:** Revenue from operations grew by 59%, rising from ₹293.91 Crore in FY 2024 to ₹466.84 Crore in FY 2025. This robust growth was driven by strong demand across our semiconductor and product engineering verticals, supported by disciplined execution.
- **EBITDA Performance:** EBITDA increased by 66%, from ₹36.21 Crore (12.2%) to ₹60.05 Crore (12.8%), reflecting improved operating leverage and cost efficiencies.
- **Improved Net Profit:** Net Profit rose by an impressive 239%, from ₹9.88 Crore (3.3%) to ₹33.46 Crore (7.1%), underscoring our commitment to profitable growth and operational excellence.

Balance Sheet Strength

- We successfully repaid all long-term debt during the year, significantly strengthening our capital structure.
- Key financial ratios such as Return on Equity (ROE) and Return on Capital Employed (ROCE) showed marked improvement, alongside enhancements in our current ratio, debt-to-equity ratio, and book value.
- Earnings Per Share (EPS) and net profit margins also saw substantial growth, reinforcing our focus on delivering shareholder value.

Investor Confidence

- With a growing base of over 250,000 shareholders, MosChip continues to earn strong trust from the market. This reflects confidence in our strategy, performance, and long-term potential.
- We remain committed to transparency, value creation, and sustainable growth for all stakeholders.

Strategic Milestone

On 05th February 2025, MosChip was successfully listed on the National Stock Exchange (NSE), marking a significant milestone in our corporate journey and enhancing our visibility in the capital markets.

AI in Semiconductor Design and Product Engineering Services

AI is rapidly transforming both semiconductor design and product engineering solutions. In Semiconductor Design, AI is being used to optimise EDA workflows, automate verification, and enhance yield prediction. At MosChip, we are integrating AI into our design flows to improve efficiency, reduce time-to-market, and deliver higher-performance silicon.

In Product Engineering Services, AI is enabling intelligent automation, predictive analytics, and generative design. Our teams are leveraging AI/ML to build smarter products, from edge devices to cloud-connected systems. We are also investing in workforce development—training engineers in AI, ML, and vision systems—to ensure we remain at the forefront of this transformation.

Geopolitical Risks and Mitigation

The semiconductor design services industry is increasingly exposed to geopolitical risks, including trade restrictions, export controls, and regional instability. These challenges can affect access to tools, IP, and talent, and disrupt global supply chains. MosChip is proactively mitigating these risks through

Investment in domestic capabilities is supported by government initiatives, such as the DLI Scheme, and strategic collaborations, including the development of the AUM processor.

Building a resilient, regional talent base through academic partnerships and local hiring.

Diversification of our global delivery footprint and technology partnerships.

Strengthening IP governance and compliance frameworks to ensure secure, cross-border collaboration.

These strategies ensure operational continuity and strategic agility in a dynamic global environment.

Looking Ahead

MosChip is expanding our engineering talent and improving delivery frameworks to support a wider range of customer needs—from ASIC development to innovative product solutions. Our flexible engagement models enable us to collaborate with customers at any stage of their product lifecycle, providing differentiated value across various technologies and markets. As we look to the future, we remain committed to innovation, operational excellence, and stakeholder value creation. The opportunities ahead are significant, and MosChip is well-positioned to seize them.

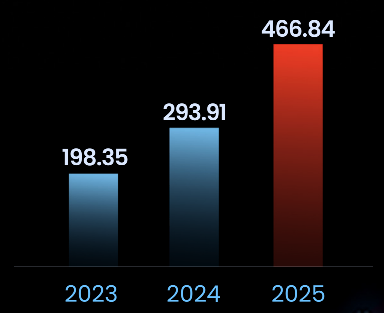
Thank you for your continued trust and support.

Warm regards,
Srinivasa Rao Kakumanu
Managing Director and
Chief Executive Officer

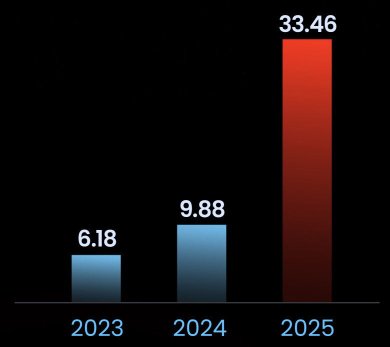
Key Performance Indicators

KPI DASHBOARD

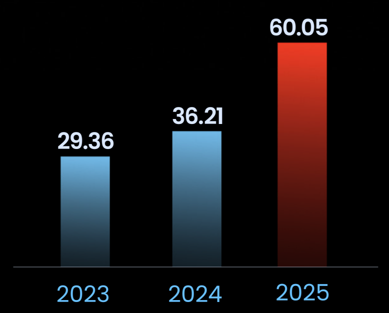
Revenue (₹ in Crore)



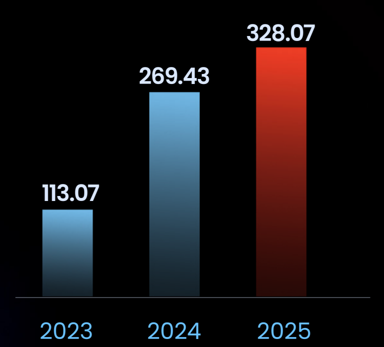
PAT (₹ in Crore)

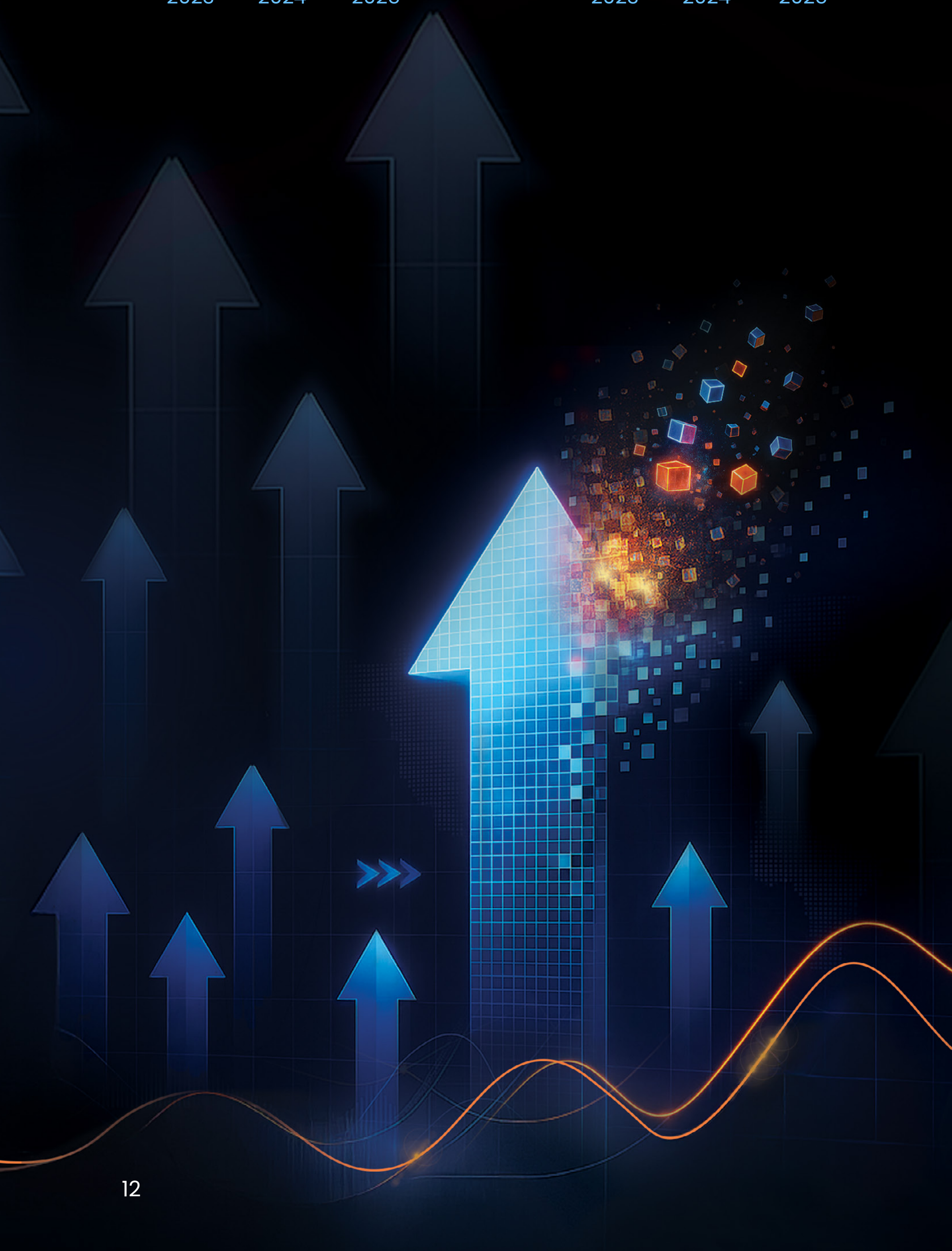


EBITDA (₹ in Crore)



Net Worth (₹ in Crore)





Partnerships

OUR PARTNERSHIP ECOSYSTEM

RENESAS
tenstorrent
InnoPhase IoT
LATTICE SEMICONDUCTOR
FPGA MICROCHIP DESIGN PARTNER
AMD XILINX
TSMC
SECURE-IC
CEVA
MOVELLUS
brainchip Essential AI

Memberships

IESA India Electronics & Semiconductor Association – Taking India to ESDM Leadership
anysilicon
UCIe Universal Chiplet Interconnect Express

Business Overview

PROGRESSIVE ENGINEERING EXCELLENCE

Our Services

From Specs to Chips: Silicon Engineering

We partner with companies to design application-specific integrated circuits (ASICs) that power today's most advanced electronics, guiding them from initial concept through tape-out to production. Our expertise spans Turnkey ASIC design, Design Services, and IP Services, enabling faster development and higher performance. Through our IP services, including porting, customisation, and integration, we help accelerate the development cycle, improve design efficiency, and reduce engineering risk.

TSMC DCA
Partner

200+
SoC Tape-outs

India's 1st
Publicly-listed Fabless Company

100 Mn+ Gates
Chip Design Expertise

Turnkey ASIC

We design custom Application-Specific Integrated Circuits (ASICs) for a wide range of electronics applications, managing the entire process from RTL concept to volume production. This enables companies to create high-performance, purpose-built chips without the need for in-house semiconductor design expertise.

IP Services

We provide IP porting, customisation, and integration services to help accelerate chip development, improve design efficiency, and reduce complexity.

Design Services

At MosChip, we support the full chip design lifecycle — from planning to layout — using cutting-edge technologies for fast, reliable, and cost-efficient development. Our 900+ VLSI experts specialise in Analog Design and Layout, RTL Design and Verification and Synthesis/DFT/Physical Design. Backed by a seasoned leadership team averaging over 15 years of experience, we deliver precise, end-to-end silicon engineering solutions at scale.

RTL Design → Verification → IP Integration & Verification → Physical Design → Package, Assembly & ATE Testing → Proto Shipment & Post-Silicon Validation → Qualification & Release to Production → Volume Production

From Concepts to Products and Solutions: Product Engineering

We design and deliver end-to-end product engineering solutions — from hardware and embedded software to the surrounding digital ecosystem — ensuring smart devices like wearables, medical monitors, and industrial systems perform seamlessly at scale. With unified engineering across physical and digital layers, we simplify product integration and reduce complexity. Our proven accelerators and full-lifecycle expertise — spanning hardware, mechanical design, prototyping, device software, digital platforms, and manufacturing — cut time-to-market and empower innovation.

Hardware and Systems Engineering

At MosChip, we engineer high-speed, multi-layer PCBs and rugged, thermally optimised enclosures for intelligent products, built for scalability and manufacturability. Our capabilities span post-silicon bring-up, validation, and pre-certification, with deep expertise in obsolescence handling and platform modernisation. From SI/PI simulations to turnkey boards and advanced packaging, we deliver robust, production-ready hardware solutions.

Device Software Engineering

We build secure, intelligent, and adaptive embedded systems through robust firmware and BSPs, and platform support across RTOS, Linux, and Android. Our EdgeAI solutions leverage TensorFlow Lite, OpenCV, and OpenVX to deliver responsive intelligence at the edge. With seamless connectivity, multimedia optimisation, and built-in security, diagnostics, and OTA readiness, we power resilient, connected devices.

Digital Engineering

We drive cloud-native, AI-led, and experience-centric engineering through advanced digital solutions. Our expertise spans GenAI integration, intelligent automation, edge-to-cloud infrastructure, digital twins, and secure, scalable platforms. We deliver intuitive, personalised user experiences powered by predictive intelligence, MLOps, and seamless cloud-device orchestration.

Expediting Connectivity and Intelligence in Product Development: Solution Accelerator Suite

This is a ready-to-use toolkit designed to accelerate product development by leveraging AI, IoT, automation, and cloud technologies. Think of it as a pre-built building blocks for smart devices, enabling companies to move more quickly from concept to finished product.

MosChip DigitalSky GenAIoT™

MosChip DigitalSky GenAIoT™ is our solution accelerator suite that helps clients design, integrate, and deploy smart, connected, AI-powered products faster and with reduced complexity. It brings together AI, IoT, automation, and cloud technologies into a unified framework, enabling accelerated product development without the overhead of building everything from scratch.

Integrated IoT and Connectivity Suite

Enables secure, reliable device connectivity and communication - from industrial plants to consumer environments.

Cognitive Intelligence Suite

Infuses devices with AI-driven intelligence for smart decision making, predictive insights, and personalised experiences.

Digital-Native Suite

Delivers modern, cloud native user experiences with mobile/web apps, dashboards, and interfaces that blend functionality with intuitive design.

Unified Automation Suite

Automates manual tasks and testing using smart bots and process flows, increasing speed, efficiency and consistency across digital operations.

Our Growth Sectors and the Industries We Serve

We align our vertical solutions closely with our clients and product roadmaps, ensuring we support their long-term goals and strategic direction. We engineer real-world solutions across high-growth sectors, drawing on domain expertise and advanced technologies to help our clients accelerate innovation, improve performance, and scale effectively in various industries.

Growth Sectors

Consumer, Medical and Smart Living

- Smart appliances and connected home hubs (Android, AOSP)
- Voice-assist, wearables and health devices (RTOS, BLE, Wi- Fi)
- Edge AI, ML, Gen AI, UX + mobile app co-development
- Home automation platforms with embedded AI + control stacks

Automotive and Mobility

- HMI Development and Gen-AI augmentation
- IVI and Digital Cockpit Platforms (Android/Linux)
- Functional Safety: ISO 26262
- Secure OTA frameworks, diagnostics, and telematics integration

Industrial and Energy Systems

- IoT platform development and enhancement, Edge controllers, vision systems, telemetry gateways
- Automation, real-time analytics, ML-assisted diagnostics
- Energy meter firmware and BMS solutions
- IO Link, CAN, Modbus, OPC-UA protocols + OTA rollout tools

Semiconductors, System Platforms and OEMs

- Reference platforms for semiconductors, OEMs, and SoC vendors
- Device enablement kits and BSPs (ARM, RISC-V, custom platforms)
- Embedded Solutions Stack - SDKs
- Accelerators for DevKits, EVKs, and HW validation

Our Projects

INNOVATION IN ACTION

Delivering Complex Silicon and Product Engineering Excellence

MosChip has executed a diverse and high-impact portfolio spanning semiconductor SoCs and complex system-level product engineering. Our solutions extend from chip design and hardware/software integration to complete digital ecosystems, with delivery across industrial, consumer, connectivity, and high-performance computing domains.

Signature Silicon Engineering Projects

AUM Processor (India's Indigenous HPC SoC)

Codeveloped with Socionext on TSMC 5 nm for C-DAC, this high-performance computing chip forms part of India's National Supercomputing Mission. MosChip led the SoC design, development and validation along with software and reference boards.

Smart Energy Meter IC (Approved in India's DLI programme)

As a part of India's Design Linked Incentive programme, MosChip is developing a highly integrated, feature-rich, dedicated polyphase energy meter IC (complying with IS and IEC standards) that is targetted for use by Electrical Energy Meter OEMs.

RISC-V Platform SoCs

Through a design partnership with Tenstorrent, MosChip enabled RISC-V based CPUs and GPUs SoCs for a high-performance solution.

Representative Product Engineering Project Portfolio

Remote Asset Monitoring Systems

Designed and deployed IoT-enabled asset tracking platforms for industrial and infrastructure clients - covering PCB/system design, mechanical enclosure, embedded firmware, secure connectivity, cloud integration, and live dashboards for fleet, equipment, and facility monitoring.

Embedded Solution Stacks Driving Security, Vision, and IIoT Innovation

Delivered embedded projects for a FPGA company across Security (secure boot, Root-of-Trust, server security, QA/validation), Vision (sensor bridging, aggregation, image processing, NN compiler), and IIoT (motor control firmware, predictive maintenance with FreeRTOS, edge-to-cloud via OPC). Enabled customer-specific reference designs and applications such as face recognition, gesture/attention tracking, object counting, and manufacturing/firmware tools to accelerate product innovation.

Food Safety and Quality Assurance through Smart Moisture Sensing

Engineered next-generation instruments for an Agri tech company measuring both water activity and moisture content in a single device, enabling faster and more reliable quality checks for food and pharma industries. The solution combined precision sensing technologies with embedded firmware, hardware and mechanical design, and ruggedised enclosures for industrial environments. Cloud-enabled analytics dashboards, real-time signal processing, and production control features empower enterprises to extend shelf-life, maintain compliance, and optimise yield through data-driven decisions.

Differentiators: Why MosChip Stands Apart

End-to-End Expertise

Integrated silicon and product engineering, from ASIC-to-AI under one roof.

Proven Silicon Delivery

200+ first-time-right SoC tape-outs, TSMC DCA Partner.

Device-Proximal Engineering

Firmware, drivers, BSPs, and RTOS - MosChip goes deep into systems that most firms treat as black boxes.

Strong system Integration Discipline:

Seamlessly design the handshakes: hardware ⟷ firmware ⟷ application ⟷ cloud.

AI-Ready Product Engineering

EdgeAI, Computer Vision, GenAI, and Agentic AI.

Strong Ecosystem Partnerships

Foundries, FPGA leaders, IP vendors, cloud and AI tech alliances.

Scalable Talent Base

1,400+ engineers, flexible engagement models, global delivery.

Trusted by Industry Leaders:

Strategic partner to many Fortune 500 and high-growth OEMs, delivering on their product roadmap.

MosChip Academy of Silicon Systems & Technologies (MAST)

(100% wholly owned subsidiary company)

A training institute for industry-oriented education and skill development in VLSI (Very Large-Scale Integration) and embedded systems

- Industry experts-led trainings
- Cutting-edge labs
- World-class tech infra
- Growth and personal development programmes

50+ Batches for VLSI courses

2500+ Engineers Trained

20+ Tier-1 Industry Leaders Recruitment

Awards and Recognition

RECOGNISED FOR EXCELLENCE

Ranked 13th among the top 15 midsize companies in India 2025 by Linkedin

Partner Par Excellence Award 2024 Presented by Qualcomm

Ranked #245 in Asia-Pacific High-Growth Companies 2025

Semiconductor Design Award 2024, Excellence in Electronics Presented by Electronics Era

CORPORATE INFORMATION

Board of Directors

Mr. K. Pradeep Chandra
Chairman

Mr. Srinivasa Rao Kakumanu
Managing Director & CEO

Mr. D. G. Prasad
Independent Director

Mr. Damodar Rao Gummadapu
Non-Executive Director

Mrs. Madhurika Nalluri Venkat
Independent Director

Mr. G. V. Pranav Reddy
Non-Executive Director

Mr. Vinayendra Parvathaneni
Non-Executive Director

Committees of the Board

Audit Committee

Mr. D. G. Prasad
Chairman

Mr. K. Pradeep Chandra
Member

Mr. Vinayendra Parvathaneni
Member

Mrs. Madhurika Nalluri Venkat
Member

Nomination and Remuneration Committee

Mrs. Madhurika Nalluri Venkat
Chairperson

Mr. K. Pradeep Chandra
Member

Mr. D. G. Prasad
Member

Mr. Damodar Rao Gummadapu
Member

Stakeholders Relationship Committee

Mrs. Madhurika Nalluri Venkat
Chairperson

Mr. K. Pradeep Chandra
Member

Mr. Damodar Rao Gummadapu
Member

Risk Management Committee

Mr. D. G. Prasad
Chairman

Mrs. Madhurika Nalluri Venkat
Member

Mr. Vinayendra Parvathaneni
Member

Secretarial Auditors

M/s B S S & Associates
Company Secretaries
Off: Parameswara Apartments
6-3-626, 5th Floor, 5-A
Anand Nagar, Khairatabad
Hyderabad - 500004

Statutory Auditors

M/s. S. T. Mohite & Co.
Chartered Accountants
G-5, B-Block, Paragon
Venkatadri Apartments
3-4-812, Street No. 1, Barkatpura,
Hyderabad - 500 027.

Registrar and Share Transfer Agents

KFin Technologies Limited
Karvy Selenium, Tower B,
Plot No. 31 & 32, Financial District,
Gachibowli, Hyderabad - 500 032,
Telangana, India,
Tel: 040-4465 5209,
Email: einward.ris@karvy.com

Registered Office

7th Floor, My Home Twitza,
Plot No. - 30/A, Survey No. 83/1
TSIIC Hyderabad Knowledge City,
Hyderabad, Telangana - 500081.
Tel: **040-6622-9292**
Fax: **040-6622-9393**
Website: **www.moschip.com**

DIRECTORS' REPORT

To the Members,

Your directors take immense pleasure in presenting the 26th Annual Report on the business and operations of your Company along with the Audited Standalone & Consolidated Financial Statements for the year ended 31st March 2025. The Consolidated performance of the Company and its subsidiaries has been referred to wherever required.

1. Summary of Financial Results

(₹ in Lakhs)

Particulars	Year ended 31st March 2025		Year ended 31st March 2024	
	Consolidated	Standalone	Consolidated	Standalone
Income from operations	46,684.19	38,721.18	29,391.43	22,283.89
Other Income	396.33	409.76	323.54	321.53
Total Revenue	**47,080.52**	**39,130.94**	**29,714.97**	**22,605.42**
Profit before exceptional item, Interest, Depreciation and Tax	6,005.55	4,815.07	3,620.85	2,188.99
Profit before Interest, Depreciation and Tax	6,005.55	4,815.07	3,620.85	2,188.99
Less: Interest	747.96	695.79	601.98	557.37
Less: Depreciation/Amortization	1,892.13	1,197.49	2,026.22	1,149.70
Profit before tax	**3,365.46**	**2,921.79**	**1,132.65**	**621.92**
Less: Tax Expenses	19.01	-	144.21	-
Profit after tax	**3,346.45**	**2,921.79**	**988.44**	**621.92**
Net Profit for the year	**3,346.45**	**2,921.79**	**988.44**	**621.92**

2. Performance Review

Your Company, MosChip Technologies Limited is a leading silicon and product engineering services company with over two decades of experience delivering end-to-end product design and development — from concept to complete systems. As a trusted partner for silicon, product, and AI/ML engineering, we combine deep domain expertise with a global delivery model to help businesses accelerate innovation and transformation. With a team of 1,400+ engineers and domain specialists across India and the USA, our capabilities span ASIC and mixed-signal IP design, FPGA design, verification and validation, embedded systems, IoT solution design, digital systems, computer vision, and AI/ML integration.

On consolidated basis, the income from operations grew to ₹46,684.19 lakhs from ₹29,391.43 lakhs registering a growth of 59% year on year. The increased growth is predominantly attributed to the growth of Turnkey ASICS and IP services revenue. The Profit before Interest, Depreciation and Tax stood at ₹6,005.55 lakhs while that of previous year stood at ₹3,620.85 lakhs. The Consolidated results showed a Net profit for the year at ₹3,346.45 lakhs as against a Net profit of ₹988.44 lakhs in the previous year.

On a standalone basis, income from operations for the year stood at ₹38,721.18 lakhs as against ₹22,283.89 lakhs in the previous year. Standalone Net profit for the FY 2024-2025 was ₹2,921.79 lakhs as against Net Profit of ₹621.92 lakhs for the FY 2023-2024.

This performance was possible due to the proper vision and strategy of leadership team, efficient execution of operational team and with the support of dedicated employees, which is paving way for the long-term sustainable growth. The Company is poised to be part of emerging opportunities by continuing to focus on its inherent strengths in design services, turnkey solutions, IP& Training.

The Performance review of the Company and its subsidiaries for the year is detailed in **Annexure - A** under 'Management Discussion & Analysis' annexed hereto pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 ("**SEBI Listing Regulations**"),

3. Subsidiaries, Joint Ventures and Associate Companies

As on 31st March, 2025, the Company has 03 direct subsidiaries, namely;

01) MosChip Technologies, USA.
02) MosChip Academy of Silicon Systems & Technologies Private Limited
03) Softnautics Inc.
04) Softnautics Private Limited (the wholly owned subsidiary of Softnautics Inc).

There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013. There has been no material change in the nature of the business of the subsidiaries.

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the subsidiary companies in **Form AOC-1** is enclosed as **Annexure – B** of the Directors' Report.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, Consolidated Financial Statements along with relevant documents and separate audited accounts in respect of the subsidiaries, are available on the Company website at https://moschip.com/subsidiary-financial-reports/.

The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year;

MosChip Technologies W.L.L, the subsidiary in Bahrain was dissolved w.e.f. 20th August, 2024.

4. Dividend & Transfers to Reserves

Your directors have not recommended any dividend for the year under review. As a result, there is no appropriation of any amount to the reserves of the Company during the year.

During the period under review, no amount was required to be transferred to the Investor Education and Protection Fund.

Pursuant to Regulation 43A of the SEBI Listing Regulations, the Board has approved and adopted a Dividend Distribution Policy. The Dividend Distribution Policy is available on the Company's website at https://moschip.com/wp-content/uploads/2023/02/Dividend-Distribution-Policy.pdf

5. Share Capital

(a) Authorised Share Capital

There is no change in Authorised Share Capital of the Company during the year, the Authorised Share Capital comprises of ₹56,55,10,000 (Rupees Fifty Six Crore Fifty Five Lakhs Ten Thousand only) divided into 28,27,55,000 (Twenty Eight Crores Twenty Seven Lakhs and Fifty Five Thousand only) Equity Shares of ₹2/- (Rupees Two only).

(b) Increase in Paid-up Share Capital

During the year under review, your Company issued and allotted Equity Shares as mentioned in the below table:

S. No	Date of allotment	Number of shares allotted	Particulars
1	04.09.2024	4,11,933	Exercise of Stock options
2	13.06.2024	6,62,366	Exercise of Stock options
3	13.08.2024	5,32,162	Exercise of Stock options
4	15.10.2024	3,49,911	Exercise of Stock options
5	20.11.2024	4,86,520	Exercise of Stock options
6	16.12.2024	3,10,235	Exercise of Stock options
7	20.01.2025	1,89,366	Exercise of Stock options
		29,42,493	Exercise of Stock options

Consequent to the above, the subscribed, issued and paid-up equity share capital of your Company as on March 31, 2025 stood at ₹38,21,56,584 /- comprising of 19,10,78,292 Equity Shares of ₹2 /- each.

On 22.04.2025, the Company allotted 4,99,313 Equity Shares pursuant to exercise of vested stock options by employees.

On 23.05.2025, the Company allotted 86,105 Equity Shares pursuant to exercise of vested stock options by employees.

On 02.07.2025, the Company allotted 2,63,030 Equity Shares pursuant to exercise of vested stock options by employees.

On 30.07.2025, the Company allotted 91,908 equity shares pursuant to exercise of vested stock options by employees

Utilisation of funds raised through issue of Equity Shares, as required under Regulation 32(4) of the SEBI (LODR) Regulations, 2015, is included in the Report on Corporate Governance.

(c) Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

(d) Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

(e) Bonus Shares

The Company has not issued any bonus shares during the year under review.

(f) Equity Shares with differential rights

The Company has not issued any Equity Shares with differential rights.

(g) Dematerialization of Shares

99.76% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2025 and balance **0.24%** is in physical form. The Company's Registrar is KFin Technologies Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad, Telangana- 500 032.

6. Major events occurring after the balance sheet date

(a) Material changes and commitments if any affecting the financial position of the Company occurred between the end of the financial year to which this Financial Statements relate and the date of the report

There have been no material changes and commitments affecting the financial position of the Company which occurred during the period between the end of the financial year to which the financial statements relate and the date of this report.

(b) Change in the Nature of Business

There is no change in the nature of business of the Company.

(c) Details of significant and material orders passed by the regulators/ courts/ tribunals impacting the going concern status and the Company's operations in future

There are no significant material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

7. Directors and Key Managerial Personnel

(a) Inductions, Changes & Cessations in Directorships during the year 2024-2025

During the year there was no changes in Board of Directors,.

Directors retire by rotation

Pursuant to the requirements of the Companies Act, 2013 and Articles of Association of the Company Mr. Gunupati Venkata Pranav Reddy (DIN 06381368), Non-Executive Director retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

(b) Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on March 31, 2025 are:

Mr. Srinivasa Rao Kakumanu	-	Chief Executive Officer & Managing Director
Mr. Jayaram Susarla	-	Chief Financial Officer
Mr. Suresh Bachalakura	-	Company Secretary

(c) Independent Directors

In terms of Section 149 of the Companies Act, 2013 ("Act") Mr. Pradeep Chandra Kathi, Mr. Govinda Prasad Dasu and Mrs. Nalluri Madhurika Venkat are the Independent Directors of the Company. The Company has received declaration(s) from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the management. The Board of Directors of the Company has taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same. They are not liable to retire by rotation in terms of Section 149(13) of the Act.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of science and technology, engineering, digitalization, strategy, finance, governance, human resources, sustainability, etc. and that they hold highest standards of integrity.

All the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

All the Independent Directors have confirmed their respective registrations in the Independent Directors Databank.

(d) Familiarization programme for Independent Directors

At the time of appointment, the Company conducts familiarization programmes for an Independent Director through meetings with key officials of the Company. During these meetings, presentations are made on the roles and responsibilities, duties and obligations of the Director, Company's business, Company's strategy, financial reporting, governance and compliances and other related matters. Details of Familiarization Programme for the Independent Directors are provided separately in the Corporate Governance Report which forms a part of this Directors' Report.

(e) Board evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board, Committees and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by SEBI Listing Regulations.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

(f) Audit Committee

Details pertaining to composition of the Audit Committee are included in the Report on Corporate Governance. All the recommendations made by the Audit Committee were accepted by the Board.

(g) Nomination and Remuneration Committee

Details pertaining to composition of the Nomination and Remuneration Committee are included in the Report on Corporate Governance.

The Company's Nomination and Remuneration Policy was prepared in conformity with the requirements of the provisions of Section 178(3) of the Act.

The Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) for payment of remuneration to Directors and policy containing guiding principles for payment of remuneration to Senior Management, Key Managerial

Personnel and other employees including Non-executive Directors has been uploaded on the website of the Company at https://moschip.com/wp-content/uploads/2017/07/Nominatio-remuneration-Policy.pdf.

Remuneration ratio of the Directors / Key Managerial Personnel (KMP) / Employees

The information required pursuant to Section 197 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure – C** to this report.

Disclosures relating to remuneration and other details as required under Section 197 read with Rule 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in **Annexure –C** to this report. Further, the Annual Report excluding the aforesaid information is being sent to the members of the Company. In terms of Section 136 of the Act, the said annexure is open for inspection at the registered office of the Company and any member interested in obtaining such information may write to the Company Secretary at suresh.cs@moschip.com.

Remuneration received by Managing / Whole time Director from holding or subsidiary Company.

The Managing Director of the Company did no receive any remuneration or commission from holding company or subsidiary company of the Company.

(h) Stakeholders Relationship Committee

Details pertaining to composition of the Stakeholders Relationship Committee are included in the Report on Corporate Governance.

(i) Risk Management Committee

Details pertaining to composition of the Risk Management Committee are included in the Report on Corporate Governance.

(j) ESOP plans

Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Plans of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

During the year under report the company has seven schemes in operation as mentioned below, for granting stock options to the employees and directors of the company and its wholly owned subsidiary in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

(a) MosChip Stock Option Plan – 2005(MI)
(b) MosChip Stock Option Plan – 2005(WOS)
(c) MosChip Stock Option Plan – 2008
(d) MosChip Stock Option Plan – 2008(ALR)
(e) MosChip Stock Option Plan – 2018
(f) MosChip Stock Option Plan – 2022
(g) MosChip Stock Option Plan - 2024

Disclosures with respect to Stock Options, as required under Rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is hosted and available on the Company's website and the same is available for electronic inspection by the Members during the AGM. The web-link for the same is https://moschip.com/policies-documents/.

The Secretarial Auditor's certificate on the implementation of share-based schemes in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be made available at the AGM, electronically.

(k) Number of meetings of the Board

06 meetings of the Board were held during the year 2024-2025. Details of these meetings as well as the meetings of its committees have been given in the Corporate Governance Report, which forms part of the Directors' Report.

8. Corporate Social Responsibility (CSR) Initiatives

Section 135 of the Companies Act, 2013 provides the threshold limit for applicability of the CSR to a Company i.e., (a) Networth of the Company to be ₹500 crore or more; or (b) turnover of the company to be ₹1,000 crore or more; or (c) net profit of the company to be ₹5 crore or more. As the net profit of the Company was more than 5 Crores for the financial year 2023-2024, the Company had an obligation to spend at least 2% average net profits of the Company made during the 3 immediately preceding financial years in pursuance of the CSR policy during the year 2024-2025. The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company along with the initiative taken by it are set out in **Annexure - I** of this report. The policy is available on the website of the Company, https://moschip.com/wp-content/uploads/2023/06/CSR-policy.pdf

9. Internal Financial Controls and its adequacy

The Company has adequate internal control system consistent with the nature of business and size of its operations, to effectively provide safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statues, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. The Company has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

The Company has an external audit firm to perform internal audit function to monitor and assess the adequacy and effectiveness of the Internal Controls and System across all key processes. Deviations, if any, are reviewed quarterly and due compliance is ensured. Summary of Significant Audit Observations along with recommendations and its implementation is reviewed by the Audit Committee and reported to the Board.

10. Vigil Mechanism / Whistle Blower Policy

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, a Vigil Mechanism / Whistle Blower Policy for directors and employees to report genuine concerns has been established. The Vigil Mechanism / Whistle Blower Policy has been uploaded on the website of the Company at https://moschip.com/wp-content/uploads/2024/03/Whistle-Blower-Policy.pdf

11. Deposits

The Company has not accepted any deposits from public and as such, covered under Chapter V of the Act and no amount on account of principal or interest on deposits from public was outstanding as on 31st March, 2025.

12. Statutory Auditors and Auditors' Report

M/s. S. T. Mohite & Co., Chartered Accountants (Firm Registration No. 011410S) were re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 23rd Annual General Meeting (AGM) held on August 26, 2022 till the conclusion of the 28th AGM of the Company to be held in the year 2027.

The Notes on Financial Statements referred to in the Auditors Report are self-explanatory and do not call for any further comments.

The Report of the Statutory Auditors for the year ended 31st March, 2025 forming part of the Annual Report does not contain any qualification, reservation, observation, adverse remark or disclaimer. The Statutory Auditors have not reported any incident of fraud, under sub-section (12) of section 143 other than those which are reportable to the Central Government, to the Audit Committee of the Company in the year under review.

13. Internal Audit

As per the provisions of Section 138 of the Act and the rules made there under, the Board of Directors had appointed M/s Gokhale & Co, Chartered Accountants, Hyderabad (FRN No: 000942S), as an Internal Auditor to conduct the internal audit of the Company for the Financial Year 2024-2025.

Further, on the recommendation of audit committee, the Board of Directors of the Company has approved the re- appointment of aforesaid audit firm as internal auditors for the Financial Year 2025-2026.

14. Secretarial Audit

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s. B S S & Associates, Company Secretaries for conducting Secretarial Audit of the Company for the financial year 2024-2025. The Secretarial Audit Report and Secretarial Compliance Report are annexed herewith as **Annexure – D**. The Secretarial Audit Report and Secretarial Compliance Report do not contain any qualifications, reservation or adverse remark.

Further, pursuant to the provisions of Regulation 24A and other applicable provisions, if any, of the SEBI Listing Regulations, read with Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and based on the recommendation of the Audit Committee, the Board of Directors, at their meeting held on May 21, 2025, approved the appointment of M/s. B S S & Associates, (Firm Registration No. 3744), a peer-reviewed firm, as the Secretarial Auditor of the Company for a term of five consecutive years commencing from the Financial Year 2025-26 to Financial Year 2029-30, subject to the approval of the shareholders at the ensuing AGM.

15. Cost Records and Audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

16. Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo

Information required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, with respect to conservation of energy, technology absorption and foreign exchange earnings/outgo is included in **Annexure - E**.

17. Related Party Transactions

Related Party Transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. All Related Party Transactions are placed before the Audit Committee and before the Board for approval. Prior omnibus approval of the Audit Committee was obtained for the transactions which are of a foreseeable and repetitive nature. The particulars of contracts or arrangements with related parties referred to in section 188(1) and applicable rules of the Companies Act, 2013 in Form AOC-2 is provided as **Annexure - F** to this Report.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013, the Rules thereunder and the SEBI Listing Regulations. This Policy was considered and approved by the Board has been uploaded on the website of the Company at https://moschip.com/wp-content/uploads/2017/02/PolicyOnRelatedPartyTransactions-1.pdf.

18. Annual Return

As required pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration)Rules, 2014 (as amended), a copy of the Annual Return of the Company is placed on the Website of the Company at https://moschip.com/annual-reports/.

19. Particulars of Loans, Guarantees or Investments

Pursuant to Section 186 of Companies Act, 2013 and Schedule V of the SEBI Listing Regulations, disclosure on particulars relating to Loans, Advances, Guarantees and Investments are provided as part of the financial statements.

20. Directors' Responsibility Statement

Pursuant to Section 134(5) the Companies Act, 2013 and based upon representations from the Management, the Board, to the best of its knowledge and belief, states that:

a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) The Directors had prepared annual accounts on a going concern basis; and

e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively;

f) The directors had devised proper systems to ensure compliance by the Company with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory, and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-2025.

21. Corporate Governance and Shareholders Information

The Company is committed to good Corporate Governance in line with the provisions of SEBI Listing Regulations and provisions, rules and regulations of the Companies Act, 2013. The Company is in compliance with the provisions on Corporate Governance specified in the SEBI Listing Regulations. A certificate of compliance from M/s. B S S & Associates, Company Secretaries and the report on Corporate Governance forms part of this Directors' Report as **Annexure - G**.

22. Secretarial Standards

The Company complies with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

23. Risk Management Policy

In pursuant to the provisions of the Section 134 (3)(n) of the Companies Act 2013, the Company has formulated Risk Management Policy to mitigate and manage the risk including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company. A copy of the Risk Management Policy is available in Company website at https://moschip.com/wp-content/uploads/2024/07/Risk-Management-Policy.pdf

24. Company's Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace

The Company strongly believes in providing a safe and harassment-free workplace for every individual through various interventions, policies and practices. The Company has a robust policy on the prevention of sexual harassment at the workplace in compliance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH"). The policy aims at preventing harassment of all employees of the Company (as defined in the policy) and lays down guidelines for identification, reporting and prevention of sexual harassment. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee ("IC") as specified under POSH. There is an IC at every work place, which is responsible for the redressal of complaints related to sexual harassment in accordance with the guidelines provided in the policy. The details of sexual harassment complaints are given in Corporate Governance Report.

Number of complaints pending as on end of the financial year and cases pending for more than ninety days

1	No of complaints received	Nil
2	No of complaints disposed	Nil
3	No of complaints pending as on end of the financial year	Nil

25. Insider Trading

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a code of conduct to Regulate, Monitor and Report Trading by Insiders ('Insider Trading Code') and code of Practices and Procedures for Fair Disclosure of unpublished Price Sensitive Information ('Code of Fair Disclosure').

The Insider Trading Code is intended to prevent misuse of unpublished price sensitive information by insiders and connected persons and ensure that the Directors and specified persons of the Company and their dependents shall not derive any benefit or assist others to derive any benefit from access to and possession of price sensitive information about the Company, which is not in the public domain, that is to say, insider information.

The code of Fair Disclosure ensures that the affairs of the Company are managed in a fair, transparent and ethical manner keeping in view the need and interest of all the Stakeholders.

26. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year

During the year under review, Company has not made any application under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

27. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

28. Business Responsibility and Sustainability Report (BRSR)

In terms of the Regulation 34 of the SEBI Listing Regulations the BRSR is annexed as **Annexure - H** to this Report.

29. Disclosure of Accounting Treatment

The financial statements have been prepared and presented under the historical cost basis except for certain financial instruments which are measured at fair value or amortized cost and accrual basis of accounting, unless otherwise stated, and are in accordance with Generally Accepted Accounting Principles in India ('GAAP'), statutory requirements prescribed under the Accounting Standards ('AS') specified under Section 133 of the Companies Act, 2013 read together with the Companies (Accounting Standards) Rules, 2021, in so far as they are applicable to the Company.

30. Disclosures with respect to demat suspense account/ unclaimed suspense account

Not applicable.

31. Disclosure of certain types of agreements binding the Company

During the year 2024-2025, the Company has not entered into any agreement which is binding the Company.

32. Human resource

Your Company considers its Human Resources as the key to achieve its objectives. Keeping this in view, your Company takes utmost care to attract and retain quality employees. The employees are sufficiently empowered and such work environment propels them to achieve higher levels of performance. The unflinching commitment of the employees is the driving force behind your Company's vision. Your Company appreciates the spirit of its dedicated employees.

33. Compliance under the Maternity Benefit Act, 1961

The Company affirms compliance with the provisions of the Maternity Benefit Act, 1961, during the financial year ended March 31, 2025. The following entitlements were extended to eligible employees:

- Statutory maternity leave as per applicable law
- Continuation of salary and applicable benefits during maternity leave
- Access to nursing breaks where required
- Protection of all employee rights and entitlements under the Act

Annexures forming part of this report

Annexures	Particulars
A	Management Discussion & Analysis Report
B	Form AOC – 1 (Report on Subsidiary companies)
C	Remuneration related disclosures as per Section 197 read with rules made thereunder
D	Secretarial Audit Report & Secretarial Compliance Report
E	Particulars on conservation of energy, absorption of technology and foreign exchange earnings and outgo
F	Form AOC – 2 (Related Party disclosures)
G	Report on Corporate Governance
H	Business Responsibility and Sustainability Report
I	Annual Report on CSR

Acknowledgment

Your directors wish to express their grateful appreciation for the valuable support and co-operation received from bankers, business associates, lenders, financial institutions, shareholders, various departments of the Government of India, as well as the State Governments and all our other stakeholders.

The Directors acknowledge and would like to place on record the commitment and dedication on the part of the employees of your Company for their continued efforts in achieving good results.

For and on behalf of the Board of Directors

K. Pradeep Chandra
Director and Chairman
Din: 05345536

Place: Hyderabad
Date: 30th July, 2025

Annexure 'A' to the Directors' Report

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY

The global economy demonstrated significant resilience in 2024, expanding by 3.3% despite persistent inflationary pressures, tighter monetary policy, and widespread geopolitical instability, as per the International Monetary Fund (IMF) World Economic Outlook, April 2025. Developed nations benefitted from resilient labour markets and steady demand for services, while countries like India continued to anchor growth among emerging economies.

Looking ahead, the IMF forecasts a moderation in global GDP growth to 2.8% in 2025 before showing a modest recovery to 3.0% in 2026. Growth in advanced economies is expected to decelerate further, while emerging and developing markets—particularly in Asia—are projected to maintain momentum at 3.7%.

Annual GDP growth in the US is projected to slow from its strong recent pace, to be 2.2% in 2025 and 1.6% in 2026. Euro area GDP growth is projected to be 1.0% in 2025 and 1.2% in 2026, as heightened uncertainty keeps growth subdued. Growth in China is projected to slow from 4.8% this year to 4.4% in 2026, as reported by the Organisation for Economic Co-operation and Development (OECD)'s March 2025 outlook.

However, global risks remain high due to rising protectionism, regional conflicts, and fragmented trade channels. Inflation trends have begun to stabilise, though unevenly. Advanced economies may see inflation hover around 2.5% in 2025, while developing nations could see it ease to 5.5%, according to the OECD. Core inflation—especially in services—continues to challenge central banks, many of which are still treading cautiously.

INDIAN ECONOMY

India maintained its position as the world's fastest-growing major economy in FY 2025, with GDP projected at 6.5% as per the National Statistical Office (NSO), Second Advance Estimates, February 2025. This growth was driven by strong manufacturing output, services expansion, and continued investment in infrastructure and digital systems. Despite global headwinds, India's macroeconomic fundamentals remain stable. Inflation is within the central bank's tolerance band, the fiscal deficit is on a consolidation path, and foreign exchange reserves remain robust. Importantly, India has benefitted from its diversified trade relationships, increased domestic manufacturing under the Atmanirbhar Bharat initiative, and growing participation in global value chains.

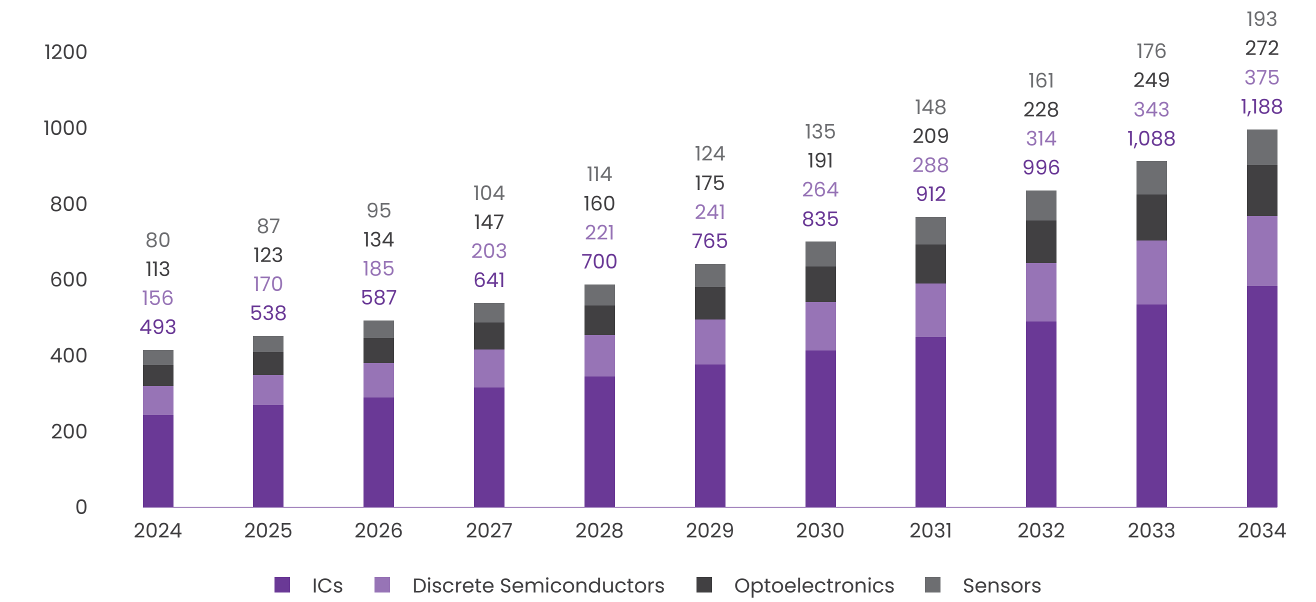
Looking ahead to FY 2026, the Reserve Bank of India (RBI)'s April 2025 Monetary Statement has projected real GDP growth at 6.5%. The growth is expected due to stable inflation, rising incomes, and a normal monsoon, which will support consumption in both rural and urban areas. Government policy support—such as the Production-Linked Incentive (PLI) scheme, Design Linked Incentive (DLI) Scheme, and expanded digital services—will likely sustain India's growth momentum even amid global uncertainty.

GLOBAL SEMICONDUCTOR INDUSTRY

The global semiconductor industry is experiencing significant growth, fuelled by emerging technologies like AI, 5G, and the Internet of Things (IoT), and also by increasing demand from consumer electronics, automotive, and cloud computing sectors. Key trends include supply chain resilience, advanced packaging, and the push for sustainability.

Global Semiconductor Market

Size, by semiconductor Device Type, 2024-2033 (USD Billion)



The Market will Grow At the CAGR of: **9.2%** The Forecasted Market Size for 2033 in USD: **$2,026.8 Bn**

Source: market.us

Key Drivers

- Technological advancements:
  - **5G:** Driving demand for advanced chips in networking infrastructure and mobile devices.
  - **AI:** Accelerating the need for specialised chips (GPUs, TPUs, etc.) for machine learning, data analytics, and various AI applications like autonomous driving, healthcare, and finance.
  - **IoT:** Leading to increased demand for semiconductors in devices ranging from smart homes to industrial automation.
- Expansion of data centres and cloud computing: Fuelling the demand for high-performance and energy-efficient semiconductors.
- Electrification and autonomous driving in the automotive sector: Creating a need for advanced semiconductors for various features like ADAS, electric powertrains, and infotainment systems.
- Government support and incentives: Favourable government policies and investments in key markets like the US and China are boosting domestic chip manufacturing and supply chain diversification.
- Increased R&D and manufacturing investment: Semiconductor companies are investing heavily in research and development and expanding manufacturing capabilities to meet the growing demand.

Challenges and Considerations

- Supply chain vulnerabilities: Geopolitical tensions and reliance on specific regions for manufacturing create risks of disruptions.
- Talent shortages: The industry faces a shortage of skilled professionals in design and manufacturing.
- Technological complexity and rising costs: Moving to smaller process nodes requires significant investments and poses challenges for smaller firms.
- Sustainability: Semiconductor manufacturing is energy and resource-intensive, requiring focus on sustainable practices

INDIAN SEMICONDUCTOR INDUSTRY

India's chip market poised to scale $110 billion by 2030

India is transforming from a consumer to a key manufacturer in the global semiconductor value chain, with the chip market expected to reach $100-110 Billion by 2030. This transformation is driven by strategic initiatives by the government, including the India Semiconductor Mission (ISM), the SEMICON India Programme, and global partnerships like iCET. The Indian semiconductor market was estimated at ~$38 Billion in 2023, $45-50 Billion in 2024-2025, and is expected to reach $63 Billion by 2026 and $100-110 billion by 2030.

The government has initiated a programme to train 85,000 engineers in advanced semiconductor and electronics manufacturing. Madhya Pradesh has commenced its first IT campus, backed by an investment of ₹150 Crore over the next six years, to support end-to-end manufacturing of IT hardware and electronic products.

India's market is expected to occupy a substantial portion of the global semiconductor market, with India contributing to the three primary pillars of the semiconductor manufacturing supply chain: equipment, materials, and services.

India's Role in the Global Semiconductor Landscape

India is emerging as a significant player in the global semiconductor industry, with projections for its market to exceed $100 Billion by 2030. This growth is supported by:

- **Government initiatives:** Programmes like ISM and SEMICON India are providing financial support and incentives for the semiconductor ecosystem.
- **Growing domestic demand:** India's electronics production is booming, driven by a rising middle class and increasing adoption of electronic devices.
- **Strong design talent pool:** India possesses a substantial base of skilled semiconductor design engineers.
- **Strategic partnerships:** Collaborations with countries like the US and Singapore are strengthening India's position in the global supply chain.

The India Semiconductor Mission

The India Semiconductor Mission (ISM) was approved by the Union Cabinet in December 2021. With an outlay of ₹76,000 Crore, the programme aims to provide financial support for investments in semiconductor fabrication, display manufacturing, and chip design to strengthen India's integration into global electronics value chains. Envisioned to be led by global experts in the Semiconductor and Display industry, ISM aims to build a strong semiconductor and display ecosystem, positioning India as a global hub for electronics manufacturing and design, while serving as the nodal agency for the efficient and seamless implementation of semiconductor and display schemes.

Schemes under ISM

- **Semiconductor Fabs**

  The scheme for setting up semiconductor fabs in India shall extend fiscal support of up to 50% of the project cost on a pari passu basis to the approved applicants.

- **Display fabs**

  The scheme for setting up display fabs in India shall extend fiscal support of up to 50% of the project cost on a pari passu basis to the approved applicants.

- **Compound Semiconductor & ATMP**

  The Scheme for setting up of Compound Semiconductors/ Silicon Photonics/Sensors (including MEMS) Fabs/ Discrete Semiconductors Fab and Semiconductor ATMP/ OSAT facilities in India shall extend fiscal support of 50% of capital expenditure to Compound Semiconductors/ Silicon Photonics/Sensors (including MEMS) Fabs and Semiconductor Packaging (ATMP/OSAT) units.

- **Design Linked Incentive Scheme**

  The Design Linked Incentive Scheme aims to offer financial incentives as well as design infrastructure support across various stages of development and deployment of semiconductor design(s) for Integrated Circuits (ICs), Chipsets, System on Chips (SoCs), Systems and IP Cores and semiconductor-linked design(s) over a period of 5 years.

  ISM is driven by the Indian government in collaboration with various industry associations, research organisations, and educational institutions. It operates under the guidance of the Ministry of Electronics and Information Technology (MeitY) and other relevant government bodies. ISM is crucial for strengthening India's position in the semiconductor market, which is expected to reach $63 Billion by 2026. With these initiatives, India seeks to build a self-reliant electronics ecosystem, lessen its reliance on imports, and establish itself as a significant contributor to the global semiconductor supply chain.

  Source: Ministry of Electronics and Information Technology (MeitY)

COMPANY OVERVIEW

MosChip Technologies Limited is a leading silicon and product engineering services company with over two decades of experience delivering end-to-end product design and development — from concept to complete systems. As a trusted partner for silicon, product, and AI/ML engineering, we combine deep domain expertise with a global delivery model to help businesses accelerate innovation and transformation.

With a team of 1,400+ engineers and domain specialists across India and the US, our capabilities span ASIC and mixed-signal IP design, FPGA design, verification and validation, embedded systems, IoT solution design, digital systems, computer vision, and AI/ML integration. We work across industries including semiconductors, industrial and home automation, automotive, media and entertainment, consumer electronics, telecommunications, networking, data centres, and healthcare.

Headquartered in Hyderabad, India, and publicly traded, MosChip is committed to being the preferred technology partner throughout the entire product lifecycle, delivering comprehensive, best-in-class solutions on time that enable our clients to achieve their business and operational goals.

Some Major Areas of Development

Development of Indigenous HPC Processor "Aum"

Design, development and delivery of an HPC SoC based on 5nm technology to the Centre for Development of Advanced Computing (CDAC).

The design and development of a High-Performance Computing (HPC) Processor System on a Chip (SoC), based on Arm® architecture and TSMC's advanced 5nm technology node, represents a significant leap forward in semiconductor technology and high-performance computing capabilities. This project aims to create a state-of-the-art semiconductor device that integrates multiple advanced components onto a single chip, thereby advancing the frontiers of computing technology.

The HPC SoC will combine high-speed CPU cores, high-speed interface IPs, and high-bandwidth memory on a single chip, streamlining the computing architecture and improving system performance by reducing latency and improving data transfer speeds. This integration will enable efficient parallel processing, power for complex tasks, and rapid access to large datasets.

Market Impact and Opportunities: The HPC SoC is ideal for complex tasks like scientific simulations, artificial intelligence, and large-scale data processing. This will open significant opportunities in domestic and international markets.

Smart Energy Meter IC

A Smart Energy Meter IC is an advanced integrated circuit designed for precise and efficient measurement of energy consumption. It offers accurate data collection for various types of energy such as electricity, gas, or water. Equipped with real-time monitoring capabilities, it allows users to track their energy usage continuously, helping identify patterns and areas for potential savings. The IC also features built-in communication interfaces like Zigbee, Wi-Fi, or Bluetooth, enabling seamless data transfer to central systems or user devices for enhanced accessibility and analysis.

It supports load management to optimize energy use and integrates with smart grids for improved energy distribution. Security features such as encryption safeguard against tampering, while the IC's low power consumption contributes to overall energy efficiency. By integrating with smart home or building management systems, it provides a comprehensive solution for modern energy monitoring and management.

The Indian Ministry of Electronics and Information Technology (MeitY) has approved the Semiconductor Design Linked Incentive (DLI) scheme for the development of a smart energy meter IC for India and overseas markets. The DLI scheme aims to offset disabilities in the domestic semiconductor industry and strengthen the semiconductor chip design ecosystem. The Centre for Development of Advanced Computing (CDAC) is responsible for implementing the scheme as a Nodal Agency.

The Design Linked Incentive (DLI) Scheme aims to offer financial incentives as well as design infrastructure support across various stages of development and deployment of semiconductor design(s) for Integrated Circuits (ICs), Chipsets, System on Chips (SoCs), Systems & IP Cores and semiconductor linked design(s).

Smart energy meter IC market is expected grow at 7% CAGR reaching ~60 million units in India and ~2 billion units in Overseas Global Market by 2028.

DLI is an excellent policy initiative by the Government of India that helps Indian companies build IP cores, SoCs, and Systems and develop world-class semiconductor products for domestic and overseas markets to realize the vision of an Atmanirbhar Bharat in the semiconductor industry.

MosChip DigitalSky GenAIoT™

MosChip DigitalSky GenAIoT™ is a first-of-its-kind, comprehensive digital solutions suite designed to fast-track the creation of connected, intelligent products. Built with modular, reusable architecture, it fuses IoT, EdgeAI, Generative AI, workflow automation, cloudification, security, and application modernisation into a unified accelerator suite. It dramatically reduces development complexity, shortens time to market, and enhances operational efficiency by providing pre-built components for device onboarding, analytics, and automation.

Tailored for industries such as smart homes, automotive, healthcare, manufacturing, energy, and consumer electronics, MosChip DigitalSky GenAIoT™ empowers enterprises with scalable, future-ready solutions. Its flexible, no-lock-in model combines cognitive intelligence, adaptive edge security, and unified orchestration, enabling enterprises to innovate across the entire product lifecycle from hardware to AI-driven insights and operations automation.

Other competitive strengths

Member of TSMC's Design Center Alliance (DCA) enabling us to access cutting-edge technology that enhances our ability to offer turnkey ASIC solutions across the globe.

MosChip Academy of Silicon Systems & Technologies is a dedicated training and innovation Center aimed at fostering the technical skills and expertise necessary for the growth and advancement of MosChip. The institute focuses on enhancing skill sets related to silicon and software. These courses offer hands-on experience to bridge the industry-academia gap.

Our leadership team possesses the required expertise to execute complex projects involving advanced technology nodes, showcasing strong engineering capabilities. With little or no leadership attrition in recent years, we have built a foundation of trust and stability. This continuity has strengthened our ability to deliver on strategic initiatives and maintain a competitive edge. The consistency in leadership has been a key factor in driving innovation and growth.

With an average employee age of 28 years, MosChip mirrors the youthful demographic of India, aligning us with the nation's growth trajectory. This dynamic workforce brings energy, innovation, and adaptability, positioning us to contribute significantly to the evolving tech landscape. As we advance, our young talent pool will play a crucial role in shaping the future of the semiconductor industry. MosChip is well-poised to be an integral part of the Semiconductor and Software growth story.

Human Resource Management

Talent management is a key element of our strategic framework, ensuring a supportive work environment through competitive compensation and career development opportunities. Moschip is the preferred employer for both entry-level and lateral hires. We follow an analytics-driven, agile hiring ecosystem that enables global scaling while maintaining local nuances in building a heterogeneous workforce.

Emphasising diversity and inclusion, we foster a culture where employees feel valued, with 32% of the workforce being women. The average employee age is 28 years, aligning closely with India's median age of 28 years. Our attrition is lower than the industry average of 20%, highlighting our strong employee retention and operational efficiency.

We are dedicated to fostering growth by creating a future-ready workforce and promoting lifelong learning. Every Moschip associate is encouraged to take charge of their learning and career growth. On-the-job training and access to the latest technologies, facilitated by partnerships with Tier-I semiconductor players globally, are central to employee advancement. We have increased our fulfilment through internal talent pools by re-skilling and making trainees ready for deployment.

In line with this, we have implemented several ESOP plans, which have been crucial in aligning employee efforts with organisational outcomes. The plans have effectively incentivised senior management, high performers, and future talent, enhancing talent retention and fostering an ownership mindset, and have been instrumental in attracting new hires, especially for leadership roles.

Nurturing Talent

This year, we deepened our commitment to nurturing fresh talent by expanding our campus hiring initiatives across premier institutions. We believe that the energy, creativity, and curiosity of young professionals are vital to driving innovation and sustaining long-term growth, ultimately cultivating future leaders.

Employee Well-being: A Culture of Care

Recognising that employee well-being is foundational to organisational success, we conducted a series of holistic wellness sessions throughout the year. These initiatives were designed to support physical health, mental resilience, and emotional balance across all levels. By prioritising well-being, we continue to build a workplace where people feel valued, supported, and inspired.

Risk Management

Risk Description	Risk Impact	Risk Mitigation
Volatile Global, Political, and Economic Environment (R)	The volatility of geo-political events and macroeconomic changes, like wars, adverse trade policies and continuing high inflation in major economies can impact client spending and also squeeze liquidity. The US and China trade conflict has the potential to threaten internal security and defense. The risk of conflict in Taiwan poses a risk to the semiconductors industry. Risks to service delivery, business continuity, cybersecurity, sanctions compliance and human rights in geo-politically sensitive zones may increase costs and impact revenue growth.	Active monitoring of the changing geo-political landscape, ensuring business continuity plans and strengthening internal controls against secondary risks continue.
Recessions	MosChip's operations may be adversely affected due to increased interest rates, inflation, increased energy and labour costs, supply chain delays, and geo-political instability	• Monitoring and review by the management. • Stringent implementation of Business Continuity Plans. • Regular communication with customers and vendors. • Setting up rigorous and innovative talent acquisition plans to mitigate talent hiring challenges. • Mandating appropriate health and safety norms and advisories.
Currency Risk	Volatility in functional currency (INR) against major currencies may cause fluctuation in the reported revenue, profitability/margins, which may impact stakeholder perceptions of the underlying business momentum and profitability.	• At present, a significant portion of MosChip's revenue is generated in USD and makes cash payouts in INR. Despite the depreciation of the rupee, this arrangement has not adversely affected the company. • The management regularly evaluates the hedging policy to minimise the impact of exchange rate volatility.
Attrition Risk	In a knowledge industry, growth is dependent on the ability to attract, develop, inspire, and retain talent. New emerging technology areas also require niche skill sets, and talent scarcity in the industry may result in attrition in these areas.	Huge investments in talent development with a focus on re-skilling programmes to adapt to new and emerging technologies have been made, which will continue at a rapid pace.
Intellectual Property Risk	The risk of inadequate protection of the intellectual property rights of our customers can lead to reputational damage and litigation. Risk of infringement of IP of customers, suppliers, partners and alliance organisations associates may lead to potential liabilities, increased litigation and reputation impact.	• Robust data security protection and controls to prevent unauthorised access and/or transfer. • Strict physical access controls for employees across customer centres and secure areas. • Regular internal audits to comply with customer requirements of confidentiality and data protection.

Risk Description	Risk Impact	Risk Mitigation
Competition Risks	The competitive landscape exerts pricing pressures and demands continual investments to strengthen physical and digital infrastructure, tools, platforms, skills, competencies, and product and service portfolios.	There is a focus on providing higher value and differentiated services and venturing into new business models.
Compliance Risks	We are exposed to various laws and regulations.	• MosChip has an in-house compliance team that monitors compliance. • The team receives updates on changes in regulations from specialist consultants and circulates the same internally.
Litigation Risks	Litigation risks might arise from commercial disputes, alleged violation of IPR, personal data/information breach incidents/claims and employment related matters. Our growing scale and visibility also increase the likelihood of being targeted by unfounded legal claims. These lead to reputation risk, legal expenses, and adverse rulings can result in substantive damage.	Strong processes, controls and governance for compliance to contractual obligations, information security, and IP policy.
Data Protection and Privacy Compliance	In a connected world, businesses are highly vulnerable to cyberattacks, leading to loss of data and damage to reputation	• MosChip has a stringent cybersecurity policy that ensures the timely resolution of incidents. There is consistent focus on keeping up to date with regulatory changes, training and awareness for all stakeholders and strong governance at regional and enterprise levels. • As a DCA (Design Center Alliance) member of TSMC, we undergo various security audits at regular intervals to meet client requirements.

MosChip Group Financial Performance Review

(₹ in Lakh)

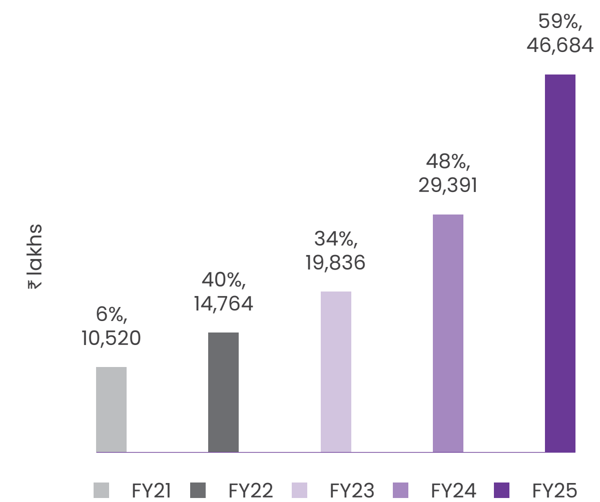
Particulars	FY25	% of Revenue	FY24	% of Revenue	% of Growth Y-O-Y
Income from Operations	46,684	100.00	29,391	100.00	59
EBITDA	6,006	12.80	3,621	12.20	66
PAT	3,346	7.10	988	3.30	239

We delivered our strongest financial performance to date in FY 2025, setting new records across revenue and profitability metrics. Consolidated revenue from operations stood at ₹46,684 Lakh—reflecting an impressive 59% increase from ₹29,391.43 Lakh in FY 2024. This growth is primarily attributable to an increase in revenue from the semiconductor segment at ₹13,213 Lakh and ₹4,079 Lakh from the embedded systems segment.

Revenue Growth

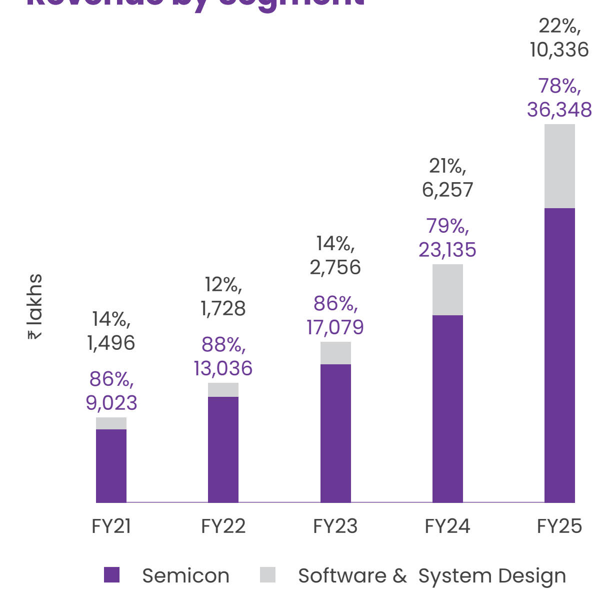
Over the last five years, the Company has sustained robust revenue growth momentum with a CAGR of 45%.

Revenue Growth y-o-y



% refers to y-o-y growth

Revenue by Segment

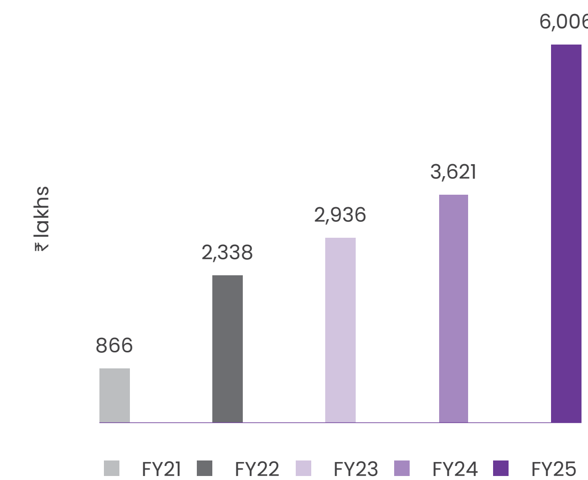


% refers to share of the segment to total revenue

Operating Profit

Operating Profit (EBITDA) increased to ₹6,006 Lakh in FY 2025 as compared to ₹3,621 Lakh in the previous year. This increase primarily attributable to increase in income from operations by ₹17,293 Lakh, which is partially offset by increase in employee benefits by ₹4,385 Lakh and operating cost by ₹11,449 Lakh.

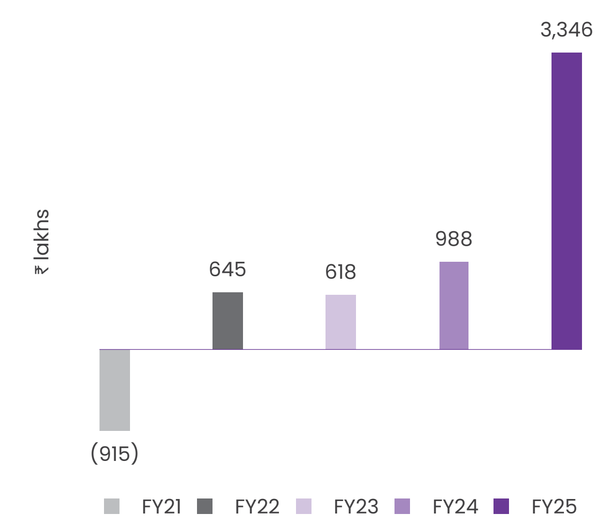
The Operating Profit of the Company has grown at a CAGR of 62% in the last Five years, from ₹866 Lakh to ₹6,006 Lakh.



Profit After Tax

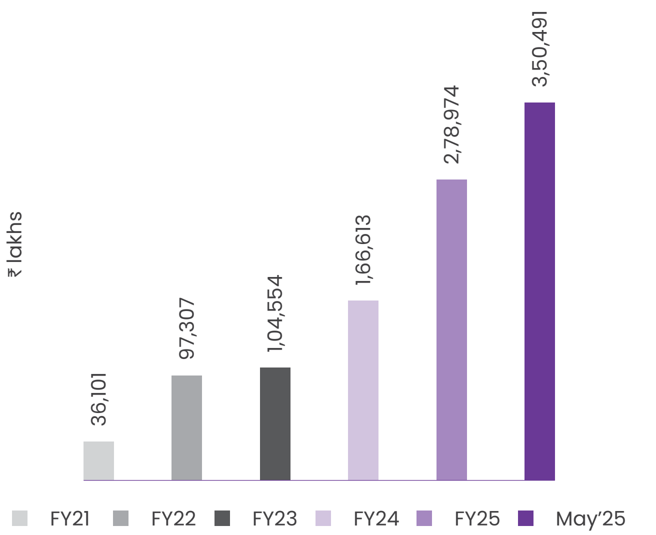
PAT increased to ₹3,346 Lakhs in FY 2025 as compared to ₹988 Lakh in the previous year. This increase primarily attributable to increase in EBITDA by ₹2,385 Lakh and finance cost by ₹146 Lakh, which is partially offset by a decrease in depreciation by ₹134 Lakh.

PAT has grown at a CAGR of 54% in the last Five years from ₹(915) Lakh to ₹3346 Lakh.



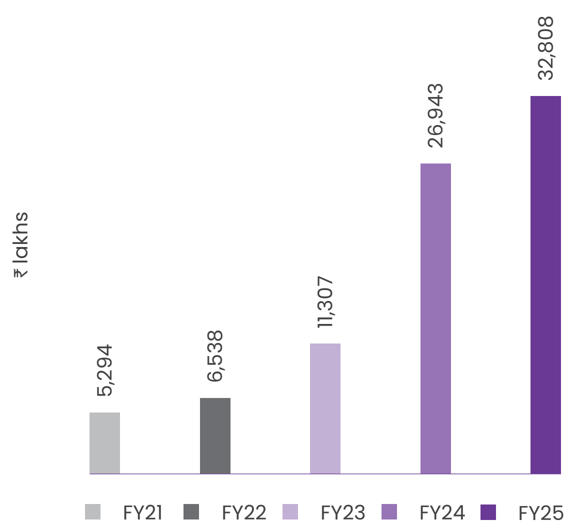
Market Capitalisation

MosChip's market capitalisation has grown from ₹36, 101 Lakh in FY 2021 to ₹3,50,491 Lakh in May 2025.



Net Worth

MosChip's Net Worth has grown at a CAGR of 58% in the last Five years from ₹5,294 Lakh to ₹32,808 Lakh. It is mainly attributed to organic and inorganic initiatives and profitable growth over the years.



Key Financial Ratios

Particulars	FY 2025	FY 2024
Current Ratio (no. of times)	2.38	1.71
Debt-Equity Ratio (no. of times)	0.06	0.26
Debt Service Coverage Ratio (no. of times)	4.26	1.02
Return on Equity	11.20%	5.17%
Trade Receivables Turnover Ratio	5.19	3.54
Trade Payables Turnover Ratio	9.93	4.23
Net Capital Turnover Ratio	4.33	5.33
Net Profit Ratio	7.17%	3.36%
Return On Capital Employed (ROCE)	11.8%	5.12%

Notes:

- A decrease in the Debt-Equity ratio is due to the issue of equity shares on a preferential basis
- A decrease in ROE is on account of the issue of equity shares on a preferential basis.
- An increase in trade payable turnover ratio is on account of an increase in operations compared to the previous year

Internal Control Systems and Their Adequacy

MosChip Technologies has implemented a robust internal control system designed to support the scale and complexity of its growing operations. This framework ensures accountability, financial discipline, and compliance with applicable regulations.

The internal control environment is anchored on the following core elements:

- A well-defined organisational structure with clearly assigned roles, responsibilities, and reporting hierarchies;
- Documented policies and standard operating procedures that govern key financial, operational, and compliance-related activities;
- Quarterly internal audits conducted by an independent internal audit function to assess control effectiveness, identify gaps, and recommend improvements;
- Oversight by the Audit Committee of the Board, which monitors the implementation of audit findings on a quarterly basis and ensures timely corrective actions.

The statutory auditors have also independently audited the internal financial controls over financial reporting as of 31st March 2025. They have opined that adequate internal controls over financial reporting exist and that such controls were operating effectively.

Cautionary Statement

This report contains forward-looking statements based on current expectations, assumptions, and projections about future events. These statements involve risks and uncertainties that could cause actual results to differ materially. Readers are advised to consider these factors carefully.

MosChip Technologies is under no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments, or otherwise. While the Company remains confident in its strategy, it acknowledges that external factors—such as global economic conditions, regulatory changes, or technological disruptions—may impact performance in unpredictable ways.

For and on behalf of the Board of Directors

K. Pradeep Chandra
Director and Chairman
Din: 05345536

Place: Hyderabad
Date: 30th July, 2025

Annexure 'B' to the Directors' Report

Form AOC-1

(Pursuant to first proviso to sub- section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries / associate companies/ joint ventures

Part "A": Subsidiaries

Sl. No	Particulars	Name of the Subsidiary			
		MosChip Technologies, USA	MosChip Institute of Silicon Systems Pvt. Ltd*	Softnautics Inc	Softnautics LLP**
01	The date since when subsidiary was acquired	07th May, 2001	23rd July, 2018	07th June, 2023	07th June, 2023
02	Reporting period	31st March 2025	31st March 2025	31st March 2025	31st March 2025
03	Exchange Rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	85.53	NA	85.53	NA
04	Equity Share Capital	1,397.62	369.93	1.12	1.00
05	Reserves & Surplus	603.94	(283.70)	119.87	81.66
06	Total Assets	5,716.44	385.75	657.66	1,653.68
07	Total Liabilities (excluding Equity Share Capital and Reserves & Surplus)	3,714.88	299.52	536.67	1,571.02
08	Investments	0	0	1.37	0
09	Turnover (Total Revenue)	16,719.52	550.32	1,936.17	2,837.84
10	Profit / (Loss) Before Taxation	836.89	49.29	97.37	(391.74)
11	Tax Expenses	2.35	7.17	19.72	7.88
12	Profit / (Loss) After Taxation	834.54	42.12	77.65	(383.86)
13	Proposed Dividend	-	-	-	0
14	% of Shareholding	100%	100%	100%	100%

* MosChip Institute of Silicon Systems Private Limited name was changed to MosChip Academy of Silicon Systems & Technologies Private Limited w.e.f. 06th May, 2025.

** Softnautics LLP is the wholly owned subsidiary of Softnautics Inc and Step down subsidiary of MosChip Technologies Limited. Softnautics LLP converted into Softnautics Private Limited w.e.f. 04th April, 2025.

Names of Subsidiaries which are yet to commence operations: Nil

Names of Subsidiaries which have been liquidated or sold during the Year: MosChip Technologies W.L.L.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint ventures

There are no associate companies and joint ventures during the current financial year.

Names of Associates, which are yet to commence operations: NIL

Names of Associates or joint ventures, which have been liquidated or sold during the year: NIL

For and on behalf of the Board of Directors

K. Pradeep Chandra
Director and Chairman
Din: 05345536

Place: Hyderabad
Date: 30th July, 2025

Annexure 'C' to the Directors' Report – Particulars of employees.

Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Disclosure as per Rule 5 (1):

(a) The percentage increase in remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2024-25 are as under:

S. No	Name	Designation	Ratio of Remuneration of each Director to Median Remuneration of Employees	Percentage increase in Remuneration during FY 2024-2025
1	Mr. Srinivasa Rao Kakumanu	Managing Director & CEO	32.27	58.07%
2	Mr. D. G. Prasad	Independent Director	Non-Executive Directors are not paid any remuneration, other than sitting fee	
3	Mrs. Madhurika Nalluri Venkat	Independent Director		
4	Mr. Damodar Rao Gummadapu	Non-Executive Director		
5	Mr. K. Pradeep Chandra	Independent Director		
6	Mr. Naveed Ahmed Sherwani[d]	Non-Executive Director		
7	Mr. G. V. Pranav Reddy	Non-Executive Director		
8	Mr. Vinayendra Parvathaneni	Non-Executive Director		
9	Mr. Jayaram Susarla	Chief Financial Officer	13.89	32.44%
10	Mr. Suresh Bachalakura	Company Secretary	3.80	15.95%

a) The remuneration of Directors does not include Sitting Fee, Gratuity and retirement benefits.
b) The remuneration of KMP does not include perquisite from ESOP.
c) Independent Directors are paid only sitting fee which is not included in Remuneration.
d) Mr. Naveed Ahmed Sherwani ceased to be a Director w.e.f 06th June, 2025.

(b) The percentage increase in the Median Remuneration of the Employees of the Company for the Financial Year 2024-25 & The number of permanent employees on the rolls of the Company:

The Median Remuneration of the Employees was ₹9,50,004 and ₹8,00,000 in the Financial Year 2024-25 & 2023-24 respectively. Employee head count increased to 1,252 from 1,107 as on 31 March 2025 compared to 31 March 2024.

(c) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last Financial Year i.e. 2024-25 with the percentage increase in the managerial remuneration:

The average increase in the remuneration of employees excluding KMPs during FY 2024-25 was 24 % and the average Increase in the remuneration of Key Managerial Personnel is 46.38%.

** The average increase in remuneration of employees is calculated based on net employee benefit expenses disclosed in P&L statement.

(d) The key parameters for the variable component of remuneration availed by the directors:

Based on the recommendations of the Nomination and Remuneration Committee and as per the Remuneration Policy of the Company.

(e) Affirmation that the remuneration is as per the remuneration policy of the Company:

The remuneration of Directors was as per the Remuneration Policy of the Company.

2. Disclosures as per Rule 5(2):

The names of the top ten employees in terms of remuneration drawn and the name of every employee, who:

a. if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees;

b. if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;

c. if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole time director or manager and holds by himself or along with his spouse and dependent children, not less thaAn two percent of the equity shares of the company.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in an annexure forming part of this report. Further, the report and the financial statements are being sent to the members excluding the aforesaid sub-annexure. In terms of Section 136 of the Act, the said sub-annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary at investorrelations@moschip.com.

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 30th July, 2025

K. Pradeep Chandra
Director and Chairman
Din: 05345536

Annexure D – Secretarial Audit Report & Secretarial Compliance Report

Form No. MR-3

Secretarial Audit Report

For the Financial Year ended on March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and

Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
MosChip Technologies Limited,
(CIN: L31909TG1999PLC032184)
7th Floor, My Home Twitza, Plot No.30/A,
Sy.No.83/1, TSIIC, Hyderabad Knowledge City,
Raidurg, Panmaktha, Hyderabad, Rangareddi
Telangana – 500081, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MosChip Technologies Limited** (hereinafter called "the Company"), having CIN:L31909TG1999PLC032184. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

(i) The Companies Act, 2013 (the "Act") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the audit period)

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period);

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and

(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018; (Not applicable to the Company during the audit period)

(vi) Laws specially applicable to the industry to which the Company belongs, as identified by the Management:

(a) The Information Technology Act, 2000 and the rules made thereunder;

(b) The Special Economic Zones Act, 2005 and the rules made thereunder;

(c) Software Technology Parks of India rules and regulations;

(d) The Indian Copy Right Act, 1957;

(e) The Patents Act, 1970; and

(f) The Trade Marks Act, 1999.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India;

(ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that on examination of the relevant documents and records and based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by respective department heads / Company Secretary of the Company, in our opinion, there exist adequate systems and processes and control mechanism in the Company to monitor and ensure compliance with applicable general laws.

We further report that the compliances by the Company of applicable financial laws, like direct and indirect tax laws, have not been reviewed in this audit since the same is not within the scope of our audit.

We further report that the Board of Directors of the Company has been duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that adequate notice is given to all Directors to schedule the Board and Committee Meetings. Agenda and detailed notes on agenda were sent adequately in advance of the meetings, in case of less than seven days the Company has taken shorter notice consent from Directors / Members of the Board / Committees, and a system exists for seeking and obtaining further information and clarifications as may be required by them on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, all the decisions of the Board were without any dissent.

We further report that there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under audit, no specific events/actions which have a major bearing on the Company's affairs have taken place, in pursuance of the above referred laws, rules, regulations and standards except for the following:

(i) The Company has allotted 29,42,493 Equity Shares pursuant to exercise of the Option granted to the employees;

(ii) The company's shares were listed on the NSE on 05.02.2025

For B S S & Associates
Company Secretaries

S. Srikanth
Partner
ACS No.: 22119; C.P. No.: 7999

Place: Hyderabad
Date: 23/07/2025

UDIN: A022119G000848670
Peer Review No: 6513/2025

This Report is to be read with our letter of even date which is annexed as 'Annexure-A' and forms an integral part of this report.

Annexure-A

To,
The Members,
MosChip Technologies Limited,
(CIN: L31909TG1999PLC032184)
7th Floor, My Home Twitza, Plot No.30/A,
Sy.No.83/1, TSIIC, Hyderabad Knowledge City,
Raidurg, Panmaktha, Hyderabad, Rangareddi
Telangana – 500081, India.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, that we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit report is not an assurance as to the future viability of the Company or of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For B S S & Associates
Company Secretaries

S. Srikanth
Partner
ACS No.: 22119; C.P. No.: 7999

Place: Hyderabad
Date: 23/07/2025

UDIN: A022119G000848670
Peer Review No: 6513/2025

Secretarial Compliance Report of MosChip Technologies Limited for the year ended March 31, 2025

To,
MosChip Technologies Limited,
(CIN: L31909TG1999PLC032184)
7th Floor, My Home Twitza, Plot No.30/A,
Sy.No.83/1, TSIIC, Hyderabad Knowledge City,
Raidurg, Panmaktha, Hyderabad, Rangareddi
Telangana – 500081, India.

We, B S S & Associates, Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by MosChip Technologies Limited ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as Considered relevant, which has been relied upon to make this Certificate,

for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not applicable during the Review Period;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable during the Review Period;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not applicable during the Review Period;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) other regulations as applicable.

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports

S. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended ….. (The years are to be mentioned)	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Details of violation / Deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comment s of the PCS on the actions taken by the listed entity
Nil						

We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations / Remarks by PCS
1.	**Secretarial Standard:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Nil
2.	**Adoption and timely updation of the Policies:** All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI	Yes	Nil
3.	**Maintenance and disclosures on Website:** The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	Nil
4.	**Disqualification of Director:** None of the Director(s) of the listed entity is / are disqualified under Section 164 of Companies Act, 2013. as confirmed by the listed entity.	Yes	Nil
5.	**To examine details related to Subsidiaries of listed entities:** (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	Nil
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Nil
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.	Yes	Nil There were no such transactions during the review period.
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Nil
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There were no such transactions during the review period.
13.	**Additional Non-compliances, if any:** No additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	Yes	No additional non-compliance observed for all SEBI regulation / circular / guidance note etc.

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For B S S & Associates
Company Secretaries

S. Srikanth
Partner
ACS No.: 22119; C.P. No.: 7999

Place: Hyderabad
Date: 27/05/2025

UDIN: A022119G000451504
Peer Review No: 6513/2025

Annexure 'E' to the Directors' Report

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided here under

1. Conservation of Energy

i. Steps taken or impact on conservation of energy

The Company's operations require low energy consumption. The Company continues to work on reducing carbon footprint in all its areas of operations by institutionalizing following measures across all our facilities:

a. Optimal cooling of work areas and data centers

b. Switching off computers when not in use

c. Utilization of lights and air conditioners only when required

d. Minimal usage of AC s and lights during weekend.

e. Using LED lights at all workstations.

ii. Steps taken by the company for utilizing alternate sources of energy

At present, Company has not utilized any alternate source of energy and emphasize on the Conservation of energy and be frugal in utilizing the energy.

iii. Capital investment on energy conservation equipments

The Company has not made any capital investment on energy conservation equipments

2. Technology Absorption

Efforts made towards technology absorption

Company has made continues effort to develop technology for the better out puts and reduction of cost. With the change of time it is essential to be updated with the latest equipments and technology to serve our client better. Company consistently strives to absorb latest technology suitable to industry size and clients need.

Information regarding imported technology (Imported during last three years)

Details of technology imported	Year of import	Status Implemented / absorbed
NIL	NA	NA

Research & Development (R&D)

Specific areas in which R&D work has been done by the Company

The Company has been focusing on growing the services, IP and product business, accordingly, the Company has put efforts on Advance lighting automation solution, Indigenous asset monitoring platform, Serdes and other IP products.

Future plan of action

The Company has built up a vast repertoire of expertise and domain knowledge. We are planning to leverage this in partnering with large companies for joint development activities and grow the services, IP and product business.

Expenditure on R&D

The Company has been constantly incurring efforts on R&D and accordingly costs are capitalized if it meets the criteria as per applicable accounting standards.

3. Foreign Exchange Earnings and Outgo

(a) Activities relating to exports; initiative taken to increase exports; development of new export markets for products and services; and export plans;

The Company has been working with multiple customers across geographies, revenues are primarily on account of providing services related to semiconductor and embedded design services.

(b) Foreign exchange earnings and outgo

(₹ in lakhs)

	Year ended March 31, 2025	Year ended March 31, 2024
Foreign Exchange earnings	11,813.35	8,032.49
Foreign Exchange outgo	12,194.69	9,005.61*

*Includes consideration of ₹ 6,127 lakhs paid for acquisition of Softnautics Inc.

For and on behalf of the Board of Directors

K. Pradeep Chandra
Director and Chairman
Din: 05345536

Place: Hyderabad
Date: 30th July, 2025

Annexure ‘F’ to the Directors’ Report

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered in to by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm’s length basis:

MosChip Technologies Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm’s length during financial year 2024-25.

2. Details of material contracts or arrangements or transactions at arm’s length basis:

There were no material contracts or arrangements or transactions with related parties during the financial year 2024-25.

Appropriate approvals have been taken for all related party transactions.

For and on behalf of the Board of Directors

K. Pradeep Chandra
Director and Chairman
Din: 05345536

Place: Hyderabad
Date: 30th July, 2025

Annexure 'G' to the Directors' Report

REPORT ON CORPORATE GOVERNANCE

(1) Company's Philosophy

Corporate Governance in simple words means the way a corporation is governed. Corporate governance refers to mechanisms, processes and relations by which corporations are controlled and directed. Corporate Governance is a systematic process driven by the ethical conduct of the business and affairs of an organization aimed at promoting sustainable business and enhancing shareholders value in long term. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability across all business practices.

MosChip is committed to pursue the principles of good Corporate Governance to be a good corporate citizen of India and keep the shareholders abreast with the day-to-day affairs of the Company in the best possible manner.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Para C and D of Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to Corporate Governance.

(2) Board of Directors

An active, informed and independent Board is a pre-requisite for strong and effective Corporate Governance. The Board plays a crucial role in overseeing how the management safeguards the interests of all the stakeholders. The Board ensures that the Company has clear goals aligned to the shareholders' value and growth. The Board critically evaluates strategic direction of the Company and exercises appropriate control to ensure that the business of the Company is conducted in the best interests of the shareholders and society at large. The Board is duly supported by Executive team and the Senior Management Personnel in ensuring effective functioning of the Company.

Composition of the Board

The Company has a balanced and diverse Board, which includes independent professionals and confirms to the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. Your Company's Board represents a confluence of experience and expertise from diverse areas of Science & Technology, Engineering, Banking & Finance, Strategy and Planning, Laws & Policies, general management and entrepreneurship. As on March 31, 2025, the Board comprises of 08 members comprising of One Executive Director, Four Non-Executive Non-Independent Directors and Three Independent Directors, out of which one is a Women Independent Director and Chairman of the Board is an Independent Director.

Board Skill Matrix

In compliance with SEBI Listing Regulations as amended, the Board has identified the following specific areas of focus or expertise of individual Directors have been highlighted in the table below:

Key Board Qualifications & Expertise						
Name of the Director	Qualification	Technology	Banking & Finance	Strategy & Planning	Laws & Policies	General Management & Entrepreneurship skills
		Areas of expertise				
Mr. K. Pradeep Chandra	BTech, MBA, PhD	-	✓	✓	✓	✓
Mr. Srinivasa Rao Kakumanu	BE	✓	-	✓	-	✓
Mr. D. G. Prasad	CA	-	✓	✓	✓	✓
Mr. Damodar Rao G	CA	✓	✓	✓	✓	✓
Mrs. Madhurika Nalluri Venkat	BL	-	✓	✓	✓	✓
*Mr. Naveed Ahmed Sherwani	MS, PhD	✓	-	✓	-	✓
Mr. G. V. Pranav Reddy	Bachelors in Finance and Business Management	-	-	✓	✓	✓
Mr. Vinayendra Parvathaneni	MS in Global Management and BSc (Hons) in Management	-	-	✓	✓	✓

*Ceased on 06.06.2025

None of the Directors on the Board hold directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director.

Based on the declaration(s) received from the Independent Directors, the Board of Directors confirm that in their opinion, the Independent Directors meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. In compliance with Rule 6(1) and (2) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, All Independent Directors have confirmed their respective registrations in the Independent Directors Databank.

The Composition of the Board of Directors and the number of Directorships and Committee positions held by them as on March 31, 2025 are as under:

Name of the Director	Category	No. of outside Directorship(s) held Public*	No. of other Board Committees** (of Companies)		No. of Equity shares held
			As a Member	As a Chairman / Chairperson	
Mr. Srinivasa Rao Kakumanu	Executive Director	00	00	00	18,52,370
Mr. K. Pradeep Chandra	Independent, Non-Executive Director, Chairman	01	02	00	-
Mr. Damodar Rao Gummadapu	Promoter, Non-Executive Director	00	00	00	2,04,000
Mr. D. G. Prasad	Independent, Non-Executive Director	00	01	01	-
Mrs. Madhurika Nalluri Venkat	Independent Director, Non-Executive Director	01	02	01	-
*Mr. Naveed Ahmed Sherwani	Non-Executive Director	00	00	00	-
Mr. G. V. Pranav Reddy	Non-Executive Director	01	00	00	-
Mr. Vinayendra Parvathaneni	Non-Executive Director	00	00	00	16,500

*Ceased on 06.06.2025

* Directorships held by the Directors as mentioned above, exclude directorships held in private companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013.

** In accordance with Regulation 26 of the SEBI Listing Regulations, Memberships/Chairmanships of two Committees viz. Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies have been considered.

Number of Shares and Convertible Instruments held by the Non-Executive Directors:

There are no outstanding Convertible Instruments that were allotted to the Non-Executive Directors.

The total number of Equity Shares held by the Non-Executive Directors of the Company as on 31st March, 2025 as

Detailed in above table.

Names of the listed entity(ies) where the Director of the Company is a director in those listed entity(ies) and the Category of directorship.

Name of the Director	Directorship on other listed entities	Category of Directorship
Mr. Srinivasa Rao Kakumanu	Nil	Not Applicable
Mr. K. Pradeep Chandra	Orient Electric Limited	Independent, Non-Executive Director
Mr. Damodar Rao Gummadapu	Nil	Not Applicable
Mr. D G Prasad	Nil	Not Applicable
Mrs. Madhurika Nalluri Venkat	Lakshmi Finance & Industrial Corporation Limited	Independent, Non-Executive Director
Mr. Naveed Ahmed Sherwani	Nil	Not Applicable
Mr. G. V. Pranav Reddy	Nil	Not Applicable
Mr. Vinayendra Parvathaneni	Nil	Not Applicable

None of the Directors are related to each other.

The annual calendar of meetings is broadly determined at the beginning of each year. The Board meets at least once in a quarter to review the quarterly financial results and operations of the Company. Apart from the above, additional Board Meetings are convened to address the specific needs of the Company. In case of urgent business exigencies some resolutions are also passed by circulation, as permitted by law, which is confirmed in the subsequent Board Meeting. Time gap between two consecutive meetings does not exceed 120 days. Video Conferencing / teleconferencing facilities are also made available to enable participation of Directors, in case they are unable to attend the meeting physically.

There is a structured manner in which the agenda items are prepared and presented. The Company Secretary in consultation with the Chairman and the Executive Director prepares the detailed agenda for the meetings. All the agenda items are backed by comprehensive agenda notes and relevant supporting papers containing all the vital information, so as to enable the Directors to have focused discussion at the meeting and take informed decisions. The agenda and agenda notes are circulated to all the Directors well in advance, usually a week before the Meeting. In case of sensitive agenda matters, where it is not practical to circulate the relevant information as part of the agenda papers, the same is tabled at the meeting. In special and exceptional circumstances, additional or supplementary agenda items are taken-up for discussion with the permission of the Chairman.

The members of the Board or Committees are free to suggest any item to be included in the agenda, in addition to exercising their right to bring up matters for discussion at the meeting with permission of the Chairman.

The Senior Management Personnel are invited to the Board/ Committee Meetings to apprise and update the members on the items being discussed at the meeting. All the relevant information as enumerated in Part A of Schedule II of the SEBI Listing Regulations is placed before the Board and the Board in particular reviews and approves corporate strategies, business plan, annual budget, capital expenditure etc. The Board periodically reviews the compliance status of all the applicable laws and is regularly updated on various legal and regulatory developments involving the Company. Action Taken Report in respect of the decisions arising out of the previous meetings is placed at the succeeding meeting of the Board/ Committee. The Members of the Board have complete freedom to express their opinion and have unfettered and complete access to information in the Company. All the decisions are taken after detailed deliberations by the Board Members at the meetings.

The draft minutes of each Board/Committee meetings are circulated to all Directors for their comments within 15 days of the meeting. The Company Secretary, after incorporating comments, received if any, from the Directors, records the minutes of each Board/Committee meeting within 30 days from conclusion of the meeting. During the Financial Year 2024-2025, the Board met 06 (six) times.

The details of attendance of Directors at the Board Meetings and at the Last Annual General Meeting are as under:

Name of the Director	Number of Board Meetings held during their tenure in the year 2024-25	Number of Board Meetings attended during the year 2024-25	Whether attended last AGM held on 28.09.2024
Mr. K. Pradeep Chandra	06	06	Yes
Mr. Srinivasa Rao Kakumanu	06	06	Yes
Mr. D. G. Prasad	06	06	Yes
Mr. Damodar Rao Gummadapu	06	03	No
Mrs. Madhurika Nalluri Venkat	06	06	Yes
Mr. G. V. Pranav Reddy	06	04	No
Mr. Vinayendra Parvathaneni	06	05	Yes
Mr. Naveed Ahmed Sherwani	06	05	No

No. of Board Meetings held and dates on which they were held during 2024-25.

Quarter	No. of Meetings	Dates on which held
April- June	02	06th May, 2024 & 14th June, 2024
July – September	02	22nd July, 2024 & 05th September, 2024
October – December	01	24th October, 2024.
January – March	01	30th January, 2025
Total	**06**	

Induction and Familiarization program for Board Members

A formal letter of appointment together with the Induction kit is provided to the Independent Directors, at the time of their appointment, setting out their role, functions, duties and responsibilities. The directors are familiarized with your Company's business and operations and interactions are held between the directors and senior management of your Company. Directors are familiarized with the organizational set-up, functioning of various departments, internal control processes and relevant information pertaining to the Company. Apart from the above, periodic presentations are also made at the Board / Committee meetings to familiarize the Directors with the Company's strategy, business performance, business environment, regulatory framework, operations review, risk management and other related matters.

The details of the Familiarization Programme for Independent Directors is disclosed on the Company's website at https://moschip.com/wp-content/uploads/2023/02/Familirazation-Programme-for-Non-Executive-Directors.pdf.

Meeting of Independent Directors

The Independent Directors met informally without the presence of Non-Independent Directors and the management, and discussed, inter-alia, on matters pertaining to evaluation of the performance of the Board as a whole, evaluation of the performance of the Chairman and Executive Directors. They also assessed the quality, quantity and timeliness of flow of information between the management and the Board of Directors, which is necessary for the Board to effectively and reasonably perform their duties etc. The Independent Directors expressed satisfaction on the overall performance of the Directors and the Board as a whole. Inputs and suggestions received from the Directors were considered at the Board Meeting and are being implemented. In the opinion of the Board, all the independent directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management.

Performance Evaluation of Board

A formal evaluation mechanism is in place for evaluating the performance of the Board, the Committees thereof, individual Directors and the Chairman of the Board. The evaluation was done based on the criteria which includes, among others, providing strategic perspective, Chairmanship of Board and Committees, attendance and preparedness for the meetings, contribution at meetings, effective decision making ability, role of the Committees etc. The Directors expressed their satisfaction with the evaluation process.

Service Contracts, Notice Period, Severance Fee

Your Company does not enter into service contracts with the Executive Directors as they are appointed/re-appointed with the approval of the shareholders for the period permissible under the applicable provisions of the Act, and/or SEBI Listing Regulations. Independent directors have been issued an appointment letter which prescribes that any Independent Director may resign from his office subject to reasonable written notice to the Board. The Company does not pay any severance fees or any such payment to the Directors.

Code of Conduct

The Company has a Code of Conduct applicable to all Board Members and Senior Management for avoidance of conflict of interest between each of these individuals and the Company. Each Board Member and Senior Management staff has declared their compliance with the Code of Conduct as at 31st March, 2024. There were no materially significant transactions during the Financial Year with Board Members and Senior Management, including their relatives that had or could have had a potential conflict of interest with the Company.

The Code of Conduct is available on the website of the Company.

Reason for resignation of Independent Director

Not Applicable.

2. COMMITTEES OF THE BOARD

The Board Committees play a vital role in improving Board effectiveness in areas where more focused and extensive discussions are required. Some of the Board functions are performed through specially constituted Board Committees comprising of Independent Directors. Board Committee's ensures focused discussion and expedient resolution of diverse matters. The Board Committees include Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee and Risk Management Committee, all the Committees have formally established terms of references / Charter. The Minutes of the Committee Meetings are noted by the Board. The role and composition of the aforesaid Committees, including the number of meetings held and the related attendance of the members are given below:

(3) Audit Committee

The Company has an Audit Committee at the Board level with power and role that are in accordance with the SEBI Listing Regulations and the Companies Act, 2013. The Audit Committee oversees the accounting, auditing and overall financial reporting process of the Company. The Audit Committee acts as a link between the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee is constituted and governed in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013.

Powers of Audit Committee

The powers of Audit Committee include the following:

i. To investigate any activity within its terms of reference;

ii. To seek information from any employee;

iii. To obtain outside legal or other professional advice;

iv. To secure attendance of outsiders with relevant expertise, if it considers necessary;

v. To call for a separate meeting with statutory and internal auditors with or without the Management team;

vi. To call for a separate meeting with the MD/CEO and as appropriate, other members of the management team to get an independent feedback and also to give feedback received from the auditors;

vii. Appoint any external firm to conduct special reviews of the Company (financial or legal) subject to the approval of the Board;

viii. Perform other activities related to the Charter as requested by the Board of Directors; and

ix. Carry out additional functions as contained in the SEBI Listing Regulations or other regulatory requirements applicable to the Company or in the terms of reference of the Audit Committee.

Terms of reference of Audit Committee.

The terms of reference of the Audit Committee mandated by the statutory and regulatory requirements, which are also in line with the mandate given by your Board of Directors, are:

i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.

ii. Recommendation for appointment, remuneration, and terms of appointment of auditors of the Company.

iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to

   1. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.

   2. Changes, if any, in accounting policies and practices and reasons for the same.

   3. Major accounting entries involving estimates based on the exercise of judgment by management.

   4. Significant adjustments made to the financial statements arising out of audit findings.

   5. Compliance with listing and other legal requirements relating to financial statements.

   6. Disclosure of any related party transactions.

   7. Qualifications in the draft audit report, if any

v. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval

vi. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

vii. Review and monitor the auditor's independence and performance, and effectiveness of the audit process;

viii. Approval or any subsequent modification of transactions of the company with related parties;

ix. Scrutiny of inter-corporate loans and investments;

x. Valuation of undertakings or assets of the Company, wherever it is necessary;

xi. Evaluation of internal financial controls and risk management systems;

xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

xiv. Discussion with internal auditors of any significant findings and follow up there on;

xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

xviii. To review the functioning of the Whistle Blower mechanism;

xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

xx. Reviewing the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing;

xxi. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

xxii. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Mandatory review of information by Audit Committee

The Audit Committee reviews the following information:

1. Management Discussion and Analysis of financial condition and results of operations;

2. Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;

3. Management letters / letters of internal control weaknesses issued by the statutory auditors;

4. Internal audit reports relating to internal control weaknesses; and

5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

6. Statement of deviations:

   a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations

   b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of SEBI Listing Regulations. The Audit Committee is also responsible for giving guidance and directions under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and to review the report of the Compliance Officer with the provisions of these regulations at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively. The Audit Committee reviewed the reports of the internal auditors including the external internal Auditors, the reports of the statutory auditors arising out of the quarterly, half yearly, and annual audit of the accounts; considered significant financial issues affecting the Company and held discussions with the internal and statutory auditors and the Company Management during the year.

Related Party Transactions

As a part of the mandate under the SEBI Listing Regulations and the terms of reference, the Audit Committee undertakes quarterly review of related party transactions entered into by the Company with its related parties. Pursuant to Regulation 23 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013 read with rules made thereunder, the Audit Committee has granted omnibus approval in respect of transactions which are repetitive in nature, which may or may not be foreseen, not exceeding the limits specified thereunder. The transactions under the purview of omnibus approval are reviewed on quarterly basis by the Audit Committee. Pursuant to Regulation 23 of the Listing Regulations, only the Independent Directors of the Committee participate and vote in respect of Related Party Transactions.

Composition, name of members and Chairperson

The composition of the Audit Committee and the attendance of the members at the meetings held during the Financial Year 2024-25 are as under:

The Audit Committee comprises of the following directors

1. Mr. D. G. Prasad -- Chairman
2. Mr. K. Pradeep Chandra -- Member
3. Mr. Naveed Ahmed Sherwani -- Member
4. Mrs. Madhurika Nalluri Venkat -- Member

Meetings and attendance during the year 2024-25

Name of the Director	Category	No of Meetings held during the year	No of Meetings attended
Mr. K. Pradeep Chandra	Independent Director	04	04
Mr. D. G. Prasad	Independent Director	04	04
Mrs. Madhurika Nalluri Venkat	Independent Director	04	04
*Mr. Naveed Ahmed Sherwani[1]	Non-executive Director	04	04

*ceased 06.06.2025

Four Meetings were held during the Financial Year 2024-2025 on (i) 06th May, 2024 (ii) 22nd July, 2024 (iii) 24th October, 2024 and (iv) 30th January, 2025.

The Company Secretary acts as a Secretary to the Committee.

The following were invited to Audit Committee Meetings:

a) the Statutory Auditors.

b) the Internal Auditors, as and when necessary.

c) Mr. Srinivasa Rao Kakumanu, MD & CEO of the Company.

d) Mr. Jayaram Susarla, Chief Financial Officer.

e) Other Directors of the Company as and when required.

The Majority of the Audit Committee members are Independent Directors.

The Chairman of the Audit Committee attended the last Annual General Meeting ("AGM") held on 28th September, 2024.

(4) Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been entrusted with role of formulating criteria for determining the qualifications, positive attributes and independence of the Directors as well as identifying persons who may be appointed at senior management levels and also devising a policy on remuneration of Directors, Key Managerial Personnel and other senior employees. The Committee also monitors and administers the Employee Stock Option Scheme(s).

Terms of reference

I. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

II. Formulation of criteria for evaluation of Independent Directors and the Board;

III. Devising a policy on Board diversity;

IV. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

V. Board composition and succession planning, evaluation of every Director; To recommend remuneration policy for the directors, KMP, executives and other employees of the Company;

VI. To oversee familiarization programme for Directors, review of HR strategy, philosophy and practices and any other activities related to change as requested by the Board from time to time;

VII. Oversee the implementation of the share-based employee benefits scheme by whatever name called as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, within the terms and conditions of the said Plan(s); and perform the function of overall superintendence of the scheme(s);

VIII. To review the Company's share-based incentive-based plans and recommend changes as necessary, oversee administration of these plans, grant incentives to eligible employees, in consultation with management, and allot shares when options are exercised;

IX. Any other matter as deemed necessary or incidental for the purpose of administration of the share based incentive Scheme.

Composition, Meetings and Attendance

The composition of the Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

As on March 31, 2025, Committee comprises of Four Directors, three Independent Directors and one Non-executive Director.

The composition of the Nomination and Remuneration Committee and the attendance of the members at the meetings held during the Financial Year 2024-25 are as under:

1. Mrs. Madhurika Nalluri Venkat -- Chairperson
2. Mr. K. Pradeep Chandra -- Member
3. Mr. D. G. Prasad -- Member
4. Mr. Damodar Rao Gummadapu -- Member

Meetings and attendance during the year 2024-25

Name of the Director	Category	No of Meetings held during the year	No of Meetings attended
Mrs. Madhurika Nalluri Venkat	Independent Director	04	04
Mr. K. Pradeep Chandra	Independent Director	04	04
Mr. D. G. Prasad	Independent Director	04	04
Mr. Damodar Rao Gummadapu	Non-executive Director	04	03

During the Financial Year 2024-25, Four meetings of the Nomination and Remuneration Committee were held on (i) 06th May, 2024 (ii) 22nd July, 2024 (iii) 24th October, 2024 and (iv) 30th January, 2025 .

The Nomination and Remuneration Policy:

The Board on the recommendation of the Nomination and Remuneration Committee framed a policy on remuneration of Directors and Senior Management Employees. The Company's remuneration policy is directed towards rewarding performance based on periodic review of the achievements. The remuneration policy has been disclosed in the Directors' Report.

Performance Evaluation Criteria for Independent Directors:

The Performance Evaluation Criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that were evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

Remuneration of Directors:

(i) Remuneration to the Executive Director

The remuneration package of the Executive Director is determined by the Nomination and Remuneration Committee in accordance with the Remuneration policy of your Company. The recommendations of the Committee are considered and approved by the Board, subject to the approval of the members of the Company. The remuneration package of the Executive Director comprises of a fixed salary component.

(ii) Remuneration to Non-Executive/ Independent Directors

Besides, sitting fee for attending Board and Committee meetings, no special compensation to Non-Executive directors are envisaged during the year 2024-25.

(iii) Criteria for making payments to Non-Executive Directors

The criteria for making payments to Non-Executive Directors is available on the website of the Company at https://moschip.com/wp-content/uploads/2023/02/Criteria-for-making-payment-to-Non-Executive-Directors.pdf.

Details of remuneration to all the directors:

Sl. No.	Name	Designation	Salary In ₹	Performance Incentives in ₹	Commission in ₹	Total In ₹	Notice period Severance Fee in ₹	Stock Option Details if any	Sitting Fee in ₹
01	Mr. Srinivasa Rao Kakumanu	Managing Director	3,16,06,875	Nil	Nil	3,16,06,875	NA	Nil	Nil
02	Mr. K. Pradeep Chandra	Independent Director	Nil	Nil	Nil	Nil	NA	Nil	6,25,000
03	Mr. D. G. Prasad	Independent Director	Nil	Nil	Nil	Nil	NA	Nil	6,50,000
04	Mr. Damodar Rao Gummadapu	Non-Executive Director	Nil	Nil	Nil	Nil	NA	Nil	Nil
05	Mrs. Madhurika Nalluri Venkat	Independent Director	Nil	Nil	Nil	Nil	NA	Nil	6,50,000
06	Mr. Naveed Ahmed Sherwani	Non-Executive Director	Nil	Nil	Nil	Nil	NA	Nil	5,00,000
07	Mr. G. V. Pranav Reddy	Non-Executive Director	Nil	Nil	Nil	Nil	NA	Nil	2,00,000
08	Mr. Vinayendra Parvathaneni	Non-Executive Director	Nil	Nil	Nil	Nil	NA	Nil	2,50,000

(5) Stakeholders Relationship Committee

Stakeholders' Relationship Committee ensures quick redressal of the complaints of the stakeholders and oversees the process of share transfer. The Committee also monitors redressal of Shareholders'/Investors complaints/ grievances viz. non-receipt of annual report, dividend payment, issue of duplicate share certificates, transmission of shares and other related complaints. In addition, the Committee also monitors other issues including status of Dematerialization/ Rematerialisation of shares issued by the Company.

The Brief description of terms of reference mandated by your Board, which is also in line with the statutory and regulatory requirements are:

I. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

II. Review of measures taken for effective exercise of voting rights by shareholders.

III. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

IV. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

V. Any other terms that may be assigned by the Board time to time

a) Composition, Meetings and Attendance

The composition of Stakeholders' Relationship Committee is in conformity with the provisions of Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations.

During the Financial Year 2024-25, one meeting of the Stakeholders' Relationship Committee was held on 30th January, 2025.

The composition of the Stakeholders' Relationship Committee and the attendance of the members at the meetings held during the Financial Year 2024-25 are as under:

The Stakeholders' Relationship Committee comprises of the following directors

Mrs. Madhurika Nalluri Venkat -- Chairperson
Mr. K. Pradeep Chandra -- Member
Mr. Damodar Rao Gummadapu -- Member

Meetings and attendance during the year 2024-25

Name of the Director	Category	No of Meetings held during the year	No of Meetings attended
Mr. K. Pradeep Chandra	Independent Director	01	01
Mrs. Madhurika Nalluri Venkat	Independent Director	01	01
Mr. Damodar Rao Gummadapu	Non-executive Director	01	01

b) Name and Designation of Compliance Officer

Mr. Suresh Bachalakura, Company Secretary, acts as the Compliance Officer of the Company. The Compliance Officer briefs the Committee on the grievances/queries of the investors and the steps taken by the Company for redressing their grievances. He is responsible for complying with the provisions of the SEBI Listing Regulations, requirements of securities laws and SEBI Insider Trading Regulations.

c) Investor Grievances Redressal Status

During the financial year 2024-25, the status of Investors' Complaints as on March 31, 2025, is as follows:

No. of complaints as on April 1, 2024	0
No. of complaints received during the Financial Year 2024-25	0
No. of complaints resolved upto March 31, 2025	0
No. of complaints pending as on March 31, 2025	0

To redress investor grievances, the Company has a dedicated E-mail ID investorrelations@moschip.com to which investors may send complaints.

(5A) Risk Management Committee

a) Brief description of terms of reference

1. To formulate a detailed Risk Management Policy which shall include:
   a. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environment, Social and Governance related risks), information, cyber security risks or any other risk as may be determined by the Committee.
   b. Measures for risk mitigation including systems and processes for internal control of identified risks.
   c. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

b) Composition, Meetings and Attendance

The composition of the Risk Management Committee and the attendance of the members at the meetings held during the Financial Year 2024-25 are as under:

The Risk Management Committee comprises of the following directors

Mr. Naveed Ahmed Sherwani	-- Chairperson
Mr. D. G. Prasad	-- Member
Mrs. Madhurika Nalluri Venkat	-- Member

Meetings and attendance during the year 2024-25

Name of the Director	Category	No of Meetings held during the year	No of Meetings attended
Mr. Naveed Ahmed Sherwani*	Non-Executive Director	02	02
Mrs. Madhurika Nalluri Venkat	Independent Director	02	02
Mr. D. G. Prasad	Independent Director	02	02

* ceased to be member w.e.f. 06-06-2025.

During the Financial Year 2024-25, Two meetings of the Risk Management Committee were held on (i) 15th October, 2024 and (ii) 28th March, 2025.

The composition of Risk Management Committee is in conformity with the provisions of Companies Act, 2013 and Regulation 21 of the SEBI Listing Regulations.

(5B) Senior Management

Particulars of Senior Management including the changes therein since the close of the previous financial year:

Name	Designation	Date of joining / Date of redesignation or resignation (if any)	Department
Mr. AJN Rao[1]	SVP	17th January 2025	Embedded
Mr. Suresh Varma[1]	SVP	01st July, 2024	Business Development
Mr. Giri Kondaveeti	SVP	01-Dec-10	IT & Security
Mr. Vishal Patil	SVP	01-Nov-2023	PES
Mrs. Sri Lakshmi Simhadri	VP	27-Feb-2024	SSS
Mr. D. V. R. Murthy	SVP	01-Jul-23	Strategic Programs
Mr. Swamy Irrinki[2]	EVP	22-May-2025	Business Development
Mr. Sribash Dey	SVP	01-Nov-2023	Business Development

1. Mr. AJN Rao resigned w.e.f. 17th January, 2025 and Mr. Suresh Varma resigned w.e.f. 01st July, 2024.

2. Mr. Swamy Irrinki has promoted as Executive Vice President (EVP) w.e.f. 22nd May, 2025.

(6) SUBSIDIARY COMPANIES

The subsidiary companies are managed by their respective Board of Directors. The Company monitors the performance of subsidiary companies on periodic basis. The statement containing details of all significant transactions entered into by subsidiary companies is tabled before the Board periodically. Minutes of the Board Meetings of subsidiary companies are placed before the Board. The policy for determining material subsidiary is available on the Company's website https://moschip.com/wp-content/uploads/2017/02/Policy_on_Material_Subsidiaries-1.pdf.

(7) GENERAL BODY MEETINGS

i) Details of last three AGMs

AGM	Venue	Time & Date	No. of Special resolutions passed
Twenty Third	through Video Conferencing ("VC") / Other Audio Visual Means("OAVM") without the physical presence of the Members at a common venue	26th August, 2022 at 11.00 a.m. (IST).	02
Twenty Fourth		15th September, 2023 at 10.00 a.m. (IST).	02
Twenty Fifth		28th September, 2024 at 05.00 p.m. (IST).	02

During the year under review, the Company has conducted two EGMs as mentioned in below table:

AGM	Venue	Time & Date	No. of Special resolutions passed
01st EGM	through Video Conferencing ("VC") / Other Audio Visual Means("OAVM") without the physical presence of the Members at a common venue	05th July, 2024 at 04.00 p.m. (IST)	03
02nd EGM		14th March, 2025 at 10.00 a.m. (IST)	01

No special resolution was passed through postal ballot during the financial year 2024-2025

(8) Means of Communication

i) Financial results, Annual Report etc.:

The quarterly Un-audited Financial Results and the Annual Audited Financial Results as approved and taken on record by the Board are sent to / filed with the Stock Exchanges (BSE & NSE) where the Company's shares are listed and then published in Financial Express in English and Nava Telangana, regional language daily (Telugu). The Results are also posted on the Company's website https://moschip.com/financial-reports/. All official releases and other related information are also displayed on this website.

The quarterly Un-audited Financial Results and the Annual Financial Results along with the Balance Sheet, Statement of Profit & Loss, Directors' Report, Auditor's Report, Cash Flow Statement, Corporate Governance Report, Management Discussion and Analysis Shareholding Pattern etc. can also be accessed by investors from the Company's website www.moschip.com.

Annual Report containing audited standalone accounts, consolidated financial statements together with Board's Report, Auditors Report and other important information are circulated to members entitled thereto.

ii) Management Discussion and Analysis

The Management Discussion and Analysis, as reviewed by the Audit Committee, is part of this Annual Report.

ANALYST/INVESTOR MEETS

During the year under review, the Company has not made any presentation to institutional investors or to the analysts.

(9) GENERAL SHAREHOLDER INFORMATION

a. **AGM – Date, Time and Venue** : 26th September, 2025, at 05.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means("OAVM") without the physical presence of the Members at a common venue

b. **Financial Calendar** : The financial year of the Company starts from the 01st day of April and ends on 31st day of March of next year.

c. **The following is the tentative financial calendar of the Company, which is subject to change:**

Un-Audited Financial Results for the FY 2024-25

First Quarter Results	: 30th July, 2025
Second Quarter & Half-yearly Results	: Between 15th October, 2025 & 30th October, 2025.
Third Quarter Results	:Between 15th January, 2026 & 30th January, 2026
Fourth Quarter & Annual Results (Audited in lieu of un-audited results)	:Between 20th April, 2026 & 15th May, 2026.

d. **Date of Book Closure** 19th September, 2025 to 26th September, 2025 (both days inclusive)

e. **Dividend Payment Date** Your Board has not recommended any Dividend

f. **Listing on Stock Exchanges:**

The paid-up share capital of the company as on March 31, 2025 was ₹38,21,56,584 /- consisting of 19,10,78,292 equity shares of ₹2/- each. All these shares have been listed on the National Stock Exchange of India Ltd. and BSE Ltd., Mumbai.

g. **Stock and ISIN Codes for the Company's shares:**

Name of the Stock Exchange	Scrip Code
National Stock Exchange of India Limited, "Exchange Plaza", 5th Floor, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051	MOSCHIP
BSE Limited, P J Towers, Dalal Street, Mumbai – 400 001	532407
ISIN – Equity	INE935B01025

h. **Listing Fee** : Listing fees to the Stock Exchange for listing of equity shares has been paid for the 2025-26.

i. **Suspension from Trading** : No securities of the Company were suspended from trading during the financial year 2024-2025.

j. **Registrar and Share Transfer Agent** : KFin Technologies Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, Telangana.

k. **Share Transfer System**

Around **99.76%** of the shares of the Company are held in electronic form. Transfer of these shares is affected through the depositories with no involvement of the Company.

The shareholders may kindly note that in accordance with SEBI Notification dated 8thJune, 2018, with effect from 1stApril, 2019, except in case of transmission or transposition of securities, fresh requests for effecting the transfer of securities (shares) are not processed by the Company/Registrar (RTA), if the shares concerned are held in physical form.

As regards transmission of shares held in physical form, the documents required for transmission, like original share certificate, death certificate, succession certificate/legal heir certificate can be lodged either with the Company at its Registered Office or with the Company's Registrars and Share Transfer Agents, whose address has been given above.

l. Distribution of Shareholding:

The Distribution of shareholding of the Company as on 31st March 2025 is as below:

DISTRIBUTION SCHEDULE AS ON 31/03/2025						
S. No	**Category**	**Cases**	**% of Cases**	**No of Shares**	**Amount**	**% Amount**
1	1 – 5,000	2,51,483	98.39	4,24,86,349	8,49,72,698	22.23
2	5,001 – 10,000	2,309	0.90	85,05,021	1,70,10,042	4.45
3	10,001 – 20,000	1,028	0.40	75,77,802	1,51,55,604	3.97
4	20,001 – 30,000	273	0.11	33,95,602	67,91,204	1.78
5	30,001 – 40,000	144	0.05	25,67,083	51,34,166	1.34
6	40,001 – 50,000	79	0.03	18,20,797	36,41,594	0.95
7	50,001 – 1,00,000	156	0.06	56,17,225	1,12,34,450	2.94
8	1,00,001 & Above	129	0.05	11,91,08,413	23,82,16,826	62.33
	Total	**2,55,601**	**100.00%**	**19,10,78,292**	**38,21,56,584**	**100.00%**

m. Shareholding Pattern as on 31st March, 2025

Shareholding Pattern as on 31/03/2025				
S. No	**Description**	**No. of holders**	**Total shares**	**% equity**
1	PROMOTERS	2	8,50,43,942	44.51
2	RESIDENT INDIVIDUALS	2,49,598	7,83,12,876	40.98
3	BODIES CORPORATES	487	69,06,090	3.61
4	FOREIGN NATIONALS	13	54,36,600	2.85
5	EMPLOYEES	380	31,28,548	1.64
6	FOREIGN PORTFOLIO – CORP	36	29,45,152	1.54
7	H U F	2,549	26,38,812	1.38
8	DIRECTORS AND THEIR RELATIVES	1	18,52,370	0.97
9	FOREIGN PORTFOLIO INVESTORS	1	16,83,269	0.88
10	NON RESIDENT INDIAN NON REPATRIABLE	1,169	13,59,060	0.71
11	NON RESIDENT INDIANS	1,352	11,28,769	0.59
12	FOREIGN CORPORATE BODIES	3	2,62,832	0.14
13	EMPLOYEES WELFARE TRUST	1	1,97,470	0.10
14	KEY MANAGEMENT PERSONNEL	2	1,43,955	0.08
15	TRUSTS	3	37,067	0.02
16	NBFC	1	1,000	0.00
17	CLEARING MEMBERS	3	480	0.00
	Total	**2,55,601**	**19,10,78,292**	**100.00**

n. Dematerialization of shares and liquidity

As per SEBI guidelines on investors' protection, the Company's shares are to be traded only in dematerialized mode. Accordingly, the Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity and facilitate scrip-less trading. As at the end of 31st March 2025, **99.76%** of the outstanding Equity Shares of the company are in electronic form.

The Company's shares are being traded in the BSE & NSE under **ISIN-INE935B01025**.

o. Plant locations

The Company has a Design Centre and component assembly plant the particulars of which are given below:

Plant / Design Center	Location
Hyderabad	7th Floor, My Home Twitza, TSIIC Hyderabad Knowledge City, Hyderabad, Telangana – 500081.

p. Address for Correspondence and contact persons for investor's queries

In order to facilitate quick redressal of the grievances/ queries, the Investors and Shareholders may contact the Company Secretary at the under mentioned registered office address for any assistance:

Suresh Bachalakura
Company Secretary
MosChip Technologies Limited
7thFloor, My Home Twitza,
TSIIC Hyderabad Knowledge City,
Hyderabad, Telangana – 500081
Tel: +91-40-6622 9292
Fax: +91-6622 9393,
Email:investorrelations@moschip.com

Besides, investors are also requested to make any correspondence with the Share Transfer Agents, whose particulars are furnished as under:

KFin Technologies Limited,
Karvy Selenium, Tower B,
Plot No. 31 & 32, Financial District,
Gachibowli, Hyderabad, Telangana - 500 032.
Contact Person: V Raghunath, Deputy Manager
Tel: +91-40-4465-5208,
Email: einward.ris@karvy.com

q. BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, Corporate Governance report, statement of investor complaints, among others are also filed electronically on the Listing Centre.

r. NSE Corporate Compliance & Listing Centre (the 'Listing Centre'):

NSEs neaps platform is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, Corporate Governance report, statement of investor complaints, among others are also filed electronically on the Listing Centre.

s. SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all complaints by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

t. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

S. No	Payments to the Statutory Auditors (excluding taxes)	Fees paid in Lakhs
1	Statutory Audit fees paid for Audit of the **MosChip Technologies Limited** including Limited Review & fee paid for any other services	10.53
2	Statutory Audit fees paid for Audit of the **MosChip Academy of Silicon Systems & Technologies Private Limited** (formerly known as MosChip Institute Silicon Systems Private Limited) including Limited Review & fee paid for any other services	1.00
3	Statutory Audit fees paid for Audit of the **Softnautics Private Limited** (Formerly known as Softnautics LLP) including Limited Review & fee paid for any other services	1.45
Total		**12.98**

u. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,2013:

S. No	Particulars	No.
1	Number of complaints on Sexual harassment received during the year	Nil
2	Number of Complaints disposed off during the year	Nil
3	Number of cases pending as on end of the financial year	Nil

v. Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and likely impact on equity as of 31st March, 2025

Your Company does not have outstanding GDR / ADR / Warrants as of 31st March, 2025.

w. Details of recommendation of Committees of the Board which were not accepted by the Board

Nil. All recommendations of the Committees of the Board were duly accepted by the Board.

x. Details of 'Loans and Advances' in the nature of loans to firms / companies in which directors of the Company are interested:

The details pertaining to the loans and advances are disclosed in the Note no. 33 of the financial statements, which forms part of this Report.

y. Details of material subsidiaries of the Company:

Name of material subsidiary	Moschip Technologies, USA
Date of incorporation	07-05-2001
Place of incorporation	California, USA
Date of appointment of the statutory auditors	28-04-2022

z. Reconciliation of Share Capital Audit:

A firm of practicing Company Secretaries carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depositories Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. Their audit report confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares held in demat form with NSDL and CDSL.

OTHER DISCLOSURES

a. Disclosure of Materially Significant Related Party Transactions

All related party transactions that were entered into during the financial year were at an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

As required under Regulation 23 of SEBI LODR Regulations, the Company has a policy on Related Party Transactions. The abridged policy on Related Party Transactions is available on the Company's website at https://moschip.com/wp-content/uploads/2017/02/PolicyOnRelatedPartyTransactions-1.pdf.

Apart from receiving director remuneration, none of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. During the year 2024-25, no transactions of material nature were entered into by the Company with the Management or their relatives that may have a potential conflict of interest with the Company and the concerned officials have given undertakings to that effect as per the provisions of the SEBI Listing Regulations.

b. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There has not been any non-compliance, penalties or strictures imposed on your Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets during the last three years.

c. Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee

Your Company has established a Vigil Mechanism/ Whistle Blower Policy for Directors and Employees pursuant to which a Committee has been constituted for addressing complaints received from Directors and Employees concerning unethical behavior, actual or suspected fraud and violation of Code of Conduct or ethics policy of your Company. The Policy provides adequate safeguards against victimization of Director(s)/ Employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. Your Company hereby affirms that no Director/ Employee has been denied access to the Chairman of the Audit Committee. The Vigil Mechanism Policy has been uploaded on the website of the Company at https://moschip.com/wp-content/uploads/2017/02/WhistleBlowerPolicy-1.pdf.

d. Insider Trading

In order to regulate trading in securities of the Company by the Directors and designated employees, your Company has adopted a Code of Conduct for trading in listed or proposed to be listed securities of your Company. Insider Trading Code prevents misuse of unpublished price sensitive information and it also provides for periodical disclosures and obtaining pre-clearance for trading in securities of your Company by the Directors, Designated Employees and Connected Persons of your Company. The Policy on Code of Conduct for prevention of Insider Trading has been uploaded on the website of the Company athttps://moschip.com/wp-content/uploads/2022/02/MosChip-Insider-Trading-Policy.pdf.

e. Statutory compliance, Penalties and Strictures:

There were no instances of non-compliance by the Company on any matter relating to capital market during the last three years or any penalties imposed, or strictures passed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to capital market during the said period.

Compliance with the Mandatory Corporate Governance Requirements as prescribed under the SEBI Listing Regulations

The Board of Directors periodically reviews the compliance of all applicable laws. The Company is in full compliance with all the mandatory requirements of Corporate Governance as specified in Regulation 17 to 27 and Clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations. The Company has obtained a certificate affirming the compliances from M/s. B S S & Associates, Company Secretaries and the same is appended as an Annexure to this Report.

Confirmation of Compliance with the Corporate Governance Requirements Specified in Regulation 17 to 27 And Clauses (b) to (i) and (t) of Sub-Regulation 2 of Regulation 46 of SEBI Listing Regulations.

Regulation	Particulars of Regulation	Compliance Status (Yes/No/NA)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and senior management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to(i) and (t)	Website	Yes

Details of Compliances with the Non-mandatory Corporate Governance requirements as prescribed under the SEBI Listing Regulations

In addition to the mandatory requirements, the Company has also adopted the following non-mandatory requirements as prescribed in Regulation 27 of the SEBI Listing Regulations:

a. The Board

The Non-Executive Chairman is entitled to maintain the Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

b. Shareholders Rights

We display our quarterly and half yearly results on our web site www.moschip.com and also publish our results in widely circulated newspapers. We publish the voting results of shareholder meetings and make it available on our website https://moschip.com/financial-reports/, and report the same to Stock Exchanges, BSE Limited and National Stock Exchange of India Limited in terms of Regulation 44 of the SEBI Listing Regulations.

c. Modified opinion(s) in audit report

The Auditors have issued an un-qualified opinion on the financial statements of the Company.

d. Reporting of internal auditor

The Audit Committee appointed a Chartered Accountancy firm as Internal auditors of the Company. The Partner-In-charge reports to the Chairman of the Audit Committee of the Board and administratively to the Chief Financial Officer. He has regular and exclusive meetings with the Audit Committee prior to reports of Internal Audit getting discussed with the Management Team.

e. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer

The Company appointed separate persons to the post of the Chairperson and the Managing Director and the Chairperson is:

(a) a Non-Executive Director; and

(b) not related to the Managing Director as per the definition of the term "relative" defined under the Companies Act, 2013.

Certificate by Practicing Company Secretary

The Company has received a certificate from M/s. B S S & Associates, Practicing Company Secretaries, confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate of Affairs or any such authority.

Disclosure of Commodity Price Risk and Commodity Hedging Activities

Your Company does not have commodity price risk being in the IT sector and hence no commodity hedging is done.

Details of Utilization of Fund

During the year, your Company has raised an amount of ₹9.63 crores through ESOP, the utilization of fund details are given in below table:

S. No	Date of allotment	No of equity shares	Allotment price	Amount received in ₹	Name of the Investor	Utilization of funds
01	As detailed in clause 5 (b) of the Directors Report.	29,42,493	As detailed in clause 5 (b) of the Directors Report.	9,63,24,816	Employees who exercised their vested stock options	This amount was used for General Corporate Purpose and Working capital requirement.

Recommendation of Committee(s) of the Board of Directors

During the year, all recommendations of Committees of Board of Directors, were accepted by the Board.

Details of Credit rating

The Company has not obtained any credit rating.

Non-compliance of any requirement of Corporate Governance report.

The Company has complied with all the requirements of Corporate Governance Report.

Regulation 34(3) compliance of SEBI Listing Regulations

Your Company is in compliance with the disclosures required to be made under this report in accordance with the Act and regulation 34(3) read with Schedule V to the SEBI Listing Regulations.

Company Registration details

Your Company is registered in the State of Telangana, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L31909TG1999PLC032184.

CEO/CFO CERTIFICATION

As required under Regulation 17(8) of the SEBI Listing Regulations, certificate duly signed by the CEO/ CFO of the Company is appended as an Annexure to this Report.

REPORT ON CORPORATE GOVERNANCE

This Corporate Governance Report forms part of the Annual Report. The Company is in full compliance with all the mandatory requirements of Corporate Governance as specified in Regulation 17 to 27 and Clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

COMPLIANCE CERTIFICATE FROM A PRACTICING COMPANY SECRETARY

The Company has obtained a Certificate from a practicing Company Secretary confirming that it is in compliance with the conditions of Corporate Governance as stipulated in Para E of the Schedule V of the LODR Regulations.

Declaration for Affirmance of Compliance with Code of Conduct

In compliance with Regulation 17 of the SEBI Listing Regulations and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for all Directors and Senior Management personnel. The code is available on the Company's website www.moschip.com. The Code is applicable to all Board members and Senior Management personnel of your Company. Pursuant to Regulation 26(5) of the SEBI Listing Regulations, all members of senior management have confirmed that there are no material, financial and commercial transactions wherein they have a personal interest that may have a potential conflict with the interest of the Company at large. Pursuant to Regulation 26(3) of the SEBI Listing Regulations, all the Board members and senior management of your Company as on 31st March, 2025 have affirmed compliance with their respective Codes of Conduct. A Declaration to this effect, duly signed by the CEO is as below:

Declaration – Compliance with the Code of Conduct

As provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel of MosChip Technologies Limited have confirmed compliance with the Code of Conduct for the year ended March 31, 2025.

Srinivasa Rao Kakumanu

MD & CEO

DIN: 06726305

Place: Hyderabad

Date: 30th July, 2025

CEO & CFO CERTIFICATION

The Board of Directors
MosChip Technologies Limited
Hyderabad.

We, **Srinivasa Rao Kakumanu**, Managing Director & Chief Executive Officer and Jayaram Susarla, Chief Financial Officer of MosChip Technologies Limited, hereby certify that:

A. we have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware of, and the steps we have taken or propose to take to rectify these deficiencies

D. We have indicated to the Auditors and the Audit Committee, wherever applicable:

i. significant changes in internal control over financial reporting during the year;

ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

	Srinivasa Rao Kakumanu	**Jayaram Susarla**
Place: Hyderabad	MD & CEO	CFO
Date: 21st May, 2025	DIN: 06726305	

Certificate on Corporate Governance

To,
The Members,
MosChip Technologies Limited,
(CIN: L31909TG1999PLC032184)
7th Floor, My Home Twitza, Plot No.30/A,
Sy.No.83/1, TSIIC, Hyderabad Knowledge City,
Raidurg, Panmaktha, Hyderabad, Rangareddi
Telangana – 500081, India.

1. We have examined the compliance of the conditions of Corporate Governance by MosChip Technologies Limited (hereinafter called "the Company"), having CIN: L31909TG1999PLC032184 for the financial year ended on March 31, 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Paras C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations').

Management's responsibility

2. The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Our responsibility

3. Pursuant to the requirements of the SEBI Listing Regulations, our responsibility is limited to examining the procedures and implementations thereof, adopted by the Company and express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of Corporate Governance as stated in paragraph 1 above.

Opinion

4. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub- regulation (2) of Regulation 46 and Paras C, D and E of Schedule V of the SEBI Listing Regulations, as applicable for the financial year ended on March 31, 2025.

Other matters and restriction on use

5. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

6. This report is addressed to and provided to the members of the Company solely for the purpose of enabling to comply with its obligations under the SEBI Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For B S S & Associates
Company Secretaries

S. Srikanth
Partner
ACS No.: 22119; C.P. No.: 7999

Place: Hyderabad
Date: 23/07/2025

UDIN: A022119G000848538
Peer Review No: 6513/2025

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
MosChip Technologies Limited,
(CIN: L31909TG1999PLC032184)
7th Floor, My Home Twitza, Plot No.30/A,
Sy.No.83/1, TSIIC, Hyderabad Knowledge City,
Raidurg, Panmaktha, Hyderabad, Rangareddi
Telangana – 500081, India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of MosChip Technologies Limited, having CIN: L31909TG1999PLC032184 and having registered office at 7th Floor, My Home Twitza, Plot No.30/A, Sy.No.83/1, TSIIC, Hyderabad Knowledge City, Raidurg, Panmaktha, Hyderabad, Rangareddi – 500081, Telangana, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authorities.

Sr. No.	Name of Director	DIN	Date of appointment in Company
01	Pradeep Chandra Kathi	05345536	27/04/2018
02	Gummadapu Damodar Rao	07027779	27/04/2018
03	Govinda Prasad Dasu	00160408	28/05/2018
04	Nalluri Madhurika Venkat	07147974	13/08/2019
05	Srinivasa Rao Kakumanu	06726305	26/10/2023
06	Pranav Gunupati Venkata Reddy	06381368	04/11/2023
07	Vinayendra Parvathaneni	07789149	04/11/2023
08	Naveed Ahmed Sherwani*	10199022	17/06/2023

* Ceased w.e.f. 06/06/2025

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For B S S & Associates
Company Secretaries

S. Srikanth
Partner
ACS No.: 22119; C.P. No.: 7999

Place: Hyderabad
Date: 23/07/2025

UDIN: A022119G000848461
Peer Review No: 6513/2025

"Annexure H" to the Directors Report

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L31909TG1999PLC032184
2.	Name of the Listed Entity	MOSCHIP TECHNOLOGIES LIMITED
3.	Year of incorporation	1999
4.	Registered office address	7th Floor, My Home Twitza, Plot No.30/A,Sy.No.83/1, TSIIC Hyderabad Knowledge City, Raidurg, Panmaktha Rangareddi, Hyderabad, Telangana- 500081
5.	Corporate address	7th Floor, My Home Twitza, Plot No.30/A,Sy.No.83/1, TSIIC Hyderabad Knowledge City, Raidurg, Panmaktha Rangareddi, Hyderabad, Telangana-India, 500081
6.	E-mail	suresh.cs@moschip.com
7.	Telephone	+91 40 6622 9292
8.	Website	https://www.moschip.com/
9.	Financial year for which reporting is being done	2024-2025
10.	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited ("NSE"), BSE Limited, ("BSE")
11.	Paid-up capital	The paid-up equity share capital of the Company as of March 31, 2025, stood at ₹3,821.56 lakhs consisting of 19,10,78,292 equity shares of ₹02/- each
12.	Name and contact details of the person who may be contacted in case of any queries on the BRSR report	Suresh Bachalakura Company Secretary & Compliance Officer suresh.cs@moschip.com +91 040-66229292
13.	Reporting boundaries are the disclosures under this Report made on a standalone basis (i.e.,. only for the Company) or on a consolidated basis (i.e.,. for the Company and all the entities which form a part of its consolidated financial statements, taken together):	Disclosures made in this report are made on a Consolidated basis unless otherwise stated*
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

*Comparative figures for the previous year (FY 2023–24) are based on standalone basis. From FY 2024–25 onwards, the BRSR has been prepared on a consolidated basis in line with SEBI's guidance and shall be followed consistently hereafter.

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Design services in the areas of in SILICON | PRODUCT | AI/ ML Engineering and design services	Engineering solutions cover the entire spectrum of silicon design, system design, software and device engineering, multimedia, mobility, connectivity, AI/ ML solution development, and test automation. They also include VLSI design, verification, mixed-signal IPs, and custom IP development	100 %

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total contributed
1	Design Services	62011	100 %
	Total		**100.00%**

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of offices	Total
National	Not Applicable	04	04
International	Not Applicable	01	01

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	4 (Telangana, Karnataka, Gujarat & Maharashtra)
International (No. of Countries)	1 (USA)

b. **What is the contribution of exports as a percentage of the total turnover of the entity?**

Exports revenue constitute more than 47 % of the total revenue.

c. **A brief on types of customers**

The company serves a broad spectrum of clients across the semiconductor and electronics value chain, including leading enterprises in EDA tools, printed circuit boards (PCBs), CPUs, GPUs, system-on-chips (SoCs), and FPGAs. Its global client base also includes Tier 1 and Tier 2 suppliers, delivering technological solutions and services that support innovation and digital transformation in the semiconductor and high-tech manufacturing sectors.

IV. Employees

20. Details as at the end of Financial Year:

a. **Employees and workers (including differently abled):**

S. No.	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B / A)	No. (C)	% (C / A)	No. (C)	% (C / A)
EMPLOYEES								
1.	Permanent (D)	1405	953	68%	452	32%	0	0%
2.	Other than permanent (E)	85	59	69%	26	31%	0	0%
3.	**Total employees (D + E)**	**1490**	**1012**	**67.92%**	**478**	**32.08%**	**0**	**0%**

Notes:

Disclosure of gender is voluntary at MosChip. As of now, no employees have self-identified their gender as 'Other.'.

The entire workforce of MosChip is categorized as 'Employees' and none as 'Workers'. Therefore, the information required in all sections in the 'Workers' category is not applicable to MosChip

b. **Differently abled employees and workers:**

S. No.	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B / A)	No. (C)	% (C / A)	No. (C)	% (C / A)
Differently abled employees								
1.	Permanent (D)	0	0	0	0	0	0	0
2.	Other than permanent (E)	0	0	0	0	0	0	0
3.	**Total differently abled employees (D + E)**	**0**	**0**	**0**	**0**	**0**	**0**	**0**

At present, Moschip technologies Limited does not have any employee or workers with disabilities. However, the Company maintains a non-discriminatory approach towards them and applies the same policies to all employees and workers, including during the recruitment process.

21. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. and percentage of females	
		No. (B)	% (B / A)
Board of Directors	8	1	12.5
Key Management Personnel	3	0	0

* Chief Executive Officer and Managing Director, Chief Financial Officer and Company Secretary. CEO is also a part of the Board.

22. Turnover rate for permanent employees

	FY 2024-25 (Turnover rate in current FY)				FY 2023-24 (Turnover rate in previous FY)				FY 2022-23 (Turnover rate in the year prior to the previous FY)			
	Male	Female	Others	Total	Male	Female	Others	Total	Male	Female	Others	Total
Permanent Employees	9.13%	4.28%	0	13.41%	6.89%	4.15%	0%	10.24%	11.98%	5.34%	0%	17.32%

Notes:

Disclosure of gender is voluntary at MosChip. As of now, no employees have self-identified their gender as 'Other.'

V. Holding, subsidiary and associate companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

	Name of the holding / subsidiary/ associate Companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Mayuka Holdings Private Limited	Holding	44.40%	No
2	MosChip Institute of Silicon Systems Private Limited*	Subsidiary	100	No
3	MosChip Technologies, USA	Subsidiary	100	No
4	Softnautics Inc	Subsidiary	100	No

*Please Note that Name of MosChip Institute of Silicon Systems Private Limited is changed to MosChip Academy of Silicon Systems & Technologies Private Limited

VI. CSR

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **YES**

(ii) Turnover (in Lakhs) – **₹38,721.18** (as per Standalone financial statements)

(iii) Net worth (in Lakhs) –**₹32,817.97** (as per Standalone financial statements)

VII. Transparency and disclosure compliances

25. Complaints/grievances on any of the principles (principles 1 to 9) under the National Guidelines on Responsible Business Conduct: (NGBRC):

Stakeholder group from whom the complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes: CSR Policy	0	0	Nil	0	0	Nil
Investors (other than shareholders)	Yes: Policy on Procedure for Investor Complaints	0	0	Nil	0	0	Nil

Stakeholder group from whom the complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Shareholders	Yes: Policy on Procedure for Investor Complaints	0	0	Nil	0	0	Nil
Employees and workers	Yes: Whistleblower Policy Grievance Redressal Policy	0	0	Nil	0	0	Nil
Customers	Yes: Grievance Redressal Policy	0	0	Nil	0	0	Nil
Value chain partners	Yes: Grievance Redressal Policy	0	0	Nil	0	0	Nil
Others- (Anonymous Complaints)	Yes: Grievance Redressal Policy	0	0	Nil	0	0	Nil
Others – Ex Employees	Yes: Grievance Redressal Policy	0	0	Nil	0	0	Nil

Note:

The Company provides a mechanism to address grievances of its shareholders. KFin Technologies Limited has been appointed as the Share Transfer Registrars/Agents and is responsible for addressing shareholders' inquiries, requests, and complaints. The Share Transfer Registrars/Agents operate within the guidelines established by SEBI and respond to such grievances through a designated email address.

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)		In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			ENVIRONMENTAL		
1.	Sustainability and Climate Responsibility	R	Climate change, energy shortages, and stricter environmental rules can affect our costs, operations, and delivery timelines. Increased carbon footprint or non-compliance could damage our reputation and stakeholder confidence. Supply chain disruptions from extreme weather are also a concern.	MosChip is committed to achieving Net-Zero GHG emissions by 2040. To support this goal, we lease office spaces from LEED-certified property owners and ensure that all e-waste is handled by government-approved recyclers. We also conduct regular monitoring and compliance checks to stay on track with our sustainability and climate goals.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)		In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2.	Sustainability and Climate Responsibility	O	Sustainability and climate responsibility offer us the opportunity to lower operating costs, improve efficiency, and enhance our brand image. Moving towards Net-Zero emissions by 2040 also drives innovation and collaboration across our value chain. It allows us to work with suppliers and partners who share our environmental goals, creating stronger and more responsible networks.	Our approach is to adopt energy-efficient practices, promote green procurement, and engage stakeholders on climate action. These efforts help us deliver long-term value while meeting our sustainability commitments in regard to Net Zero.	Positive
			SOCIAL		
3.	Employee Talent risk, well-being, health and Safety	R	The Company values its people and aims to be a preferred employer of choice, where employee health and well-being are a priority. Skilled and motivated employees form the backbone of the organisation. Managing people effectively and efficiently gives the business a competitive edge. However, there is a risk if the company is unable to hire and manage talent appropriately.	We depend on the knowledge, skills, and creativity of our people, and their well-being is key to our success. To address risks to physical safety or emotional health, we have well-planned health and safety practices in place. We regularly assess workplace conditions, follow strict safety protocols, and provide access to health and mental wellness support. Employees receive regular training on new skills and behavioural aspects to help manage emotional challenges. Our aim is to maintain a safe, healthy, and supportive environment where everyone can perform at their best.	Negative
4.	Community Impact	O	Our community initiatives give us the opportunity to create a positive social impact while building stronger relationships with the areas where we operate. Supporting education, skill development, and local welfare helps uplift communities and fosters goodwill. Such efforts also enhance our reputation and align with our corporate values.	To stay connected with the local community by supporting initiatives like education through Shiksha, healthcare through Niramay, and environmental efforts under Paryavaran. Volunteering programs also give MosChip employees a chance to give back and make a real difference where it matters most.	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)		In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5.	Customer Focus and Ethical Sourcing	R	Maintaining strong customer relationships and ensuring ethical sourcing are critical to our business success. Any lapse in product quality, service delivery, or supplier compliance could harm our reputation and customer trust. Supply chain disruptions or unethical practices by partners may also affect operations. Rapid changes in customer expectations and regulatory requirements add to this risk. These factors make it essential to manage both customer focus and sourcing practices carefully.	We work closely with customers to understand their needs and provide consistent quality and timely delivery. Our suppliers are evaluated against defined ethical, environmental, and quality standards before onboarding. Regular audits and performance reviews help ensure ongoing compliance. We also maintain alternative sourcing options to reduce dependency on single suppliers. Continuous feedback from customers is used to improve products, services, and supply chain practices.	Negative
			GOVERNANCE		
6.	Data Privacy and Security	R	Protecting enterprise data is not just a business need but it's a responsibility we have to our customers and partners. As we handle sensitive information, it's critical to ensure that data is secure and used appropriately. Failing to do so could lead to serious consequences, including legal penalties and damage to our reputation. With data privacy regulations tightening around the world, staying compliant is both a risk we must manage and an opportunity to build trust with our customers.	We take protecting data seriously by making sure only the right people have access and by regularly checking our systems for any weaknesses. Our team gets regular training on how to handle data carefully and follow privacy rules. We keep up with changes in data laws so we don't get caught off guard. If there's ever a problem, we respond quickly to fix it. Keeping data safe is part of how we do business and build trust with our customers.	Negative
7.	Data Privacy and Security	O	Strong data privacy and security practices give us the chance to build customer trust and differentiate ourselves in the market. As more clients seek partners who can protect sensitive information, efficient security systems can attract new business. Meeting global data protection standards also opens opportunities in regulated markets. Secure handling of information helps strengthen relationships with stakeholders. This focus supports both business growth and our reputation as a trusted technology partner.	We invest in advanced cybersecurity tools, regular system audits, and employee training on data protection practices. Our policies align with global privacy regulations and industry standards. Access to sensitive data is strictly controlled and monitored. Incident response plans are in place to address potential breaches quickly. We also work with clients to ensure security measures meet their specific compliance requirements.	Positive
8	Corporate Governance and Conduct	R	Strong corporate governance and ethical conduct are essential for maintaining stakeholder confidence and meeting legal requirements. Any lapse in compliance, transparency, or integrity could damage our reputation and lead to regulatory action. Inconsistent adherence to policies or code of conduct can affect decision-making and business relationships. Rapid changes in regulations increase the risk of unintentional non-compliance. These factors make governance and conduct a critical area to monitor closely.	We have a well-defined governance framework with clear roles, responsibilities, and accountability at all levels. Policies on ethics, compliance, and disclosure are communicated to all employees and reviewed regularly. Mandatory training ensures awareness of legal and ethical obligations. Internal audits, board oversight, and whistle-blower mechanisms help identify and address issues promptly. We also track regulatory changes to update our practices in line with the latest requirements.	Negative
9.	Currency volatility	R	Fluctuations in currency exchange rates create both transaction and translation risks for the company. As MosChip's functional currency is the Indian Rupee, any appreciation of the Rupee against major foreign currencies can reduce reported revenue in Rupee terms, impact profitability, and in some cases lead to collection losses. On the other hand, Rupee depreciation can make revenues and earnings appear higher than they actually are, which may give stakeholders a misleading view of the company's true business performance.	To manage currency risks, we closely monitor exchange rate movements and assess their potential impact on revenues and costs. We explore natural hedging by aligning costs and revenues in the same currency wherever possible. Forward contracts or hedging instruments are used when necessary. Our finance team regularly reviews currency exposures and updates management. We aim to present a fair financial picture by explaining material currency impacts in our reporting.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred to as P1-P9 as given below:

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent, and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive towards all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses when engaging in influencing public and regulatory policy should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

This section is aimed at helping businesses demonstrate the structures, policies, and processes put in place towards adopting the NGRBC principles and core elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available									
P1: Code of Business Ethics and Conduct: Code of Business Ethics and Conduct Anti-Bribery & Anti-Corruption policy: Anti-Bribery-Policy-MosChip.pdf Whistleblower Policy: Whistleblower Policy **P2:** Supplier Code of Conduct: Supplier Code of Conduct Code of Business Ethics and Conduct: Code of Business Ethics and Conduct HSE Policy: HSE Policy **P3:** Supplier Code of Conduct: Supplier Code of Conduct Code of Business Ethics and Conduct: Code of Business Ethics and Conduct HSE Policy: HSE Policy Whistleblower Policy: Whistleblower Policy Nomination and Remuneration Policy: Nomination and Remuneration Policy Human Rights Policy: Human Rights Policy **P4:** Dividend Distribution Policy: Dividend Distribution Policy Related Party Policy: Related Party Policy Fair Disclosure Code: Fair Disclosure Code Code of Business Ethics and Conduct: Code of Business Ethics and Conduct Whistleblower Policy: Whistleblower Policy Disclosure of Material Event Policy: Disclosure of Material Event Policy **P5:** Human Rights Policy: Human Rights Policy Code of Business Ethics and Conduct: Code of Business Ethics and Conduct **P6:** HSE Policy: HSE Policy Supplier Code of Conduct: Supplier Code of Conduct **P7:** Code of Business Ethics and Conduct: Code of Business Ethics and Conduct Anti-Bribery & Anti-Corruption policy: Anti-Bribery-Policy-MosChip.pdf **P8:** CSR Policy: CSR Policy Supplier Code of Conduct: Supplier Code of Conduct **P9:** Code of Business Ethics and Conduct: Code of Business Ethics and Conduct Anti-Bribery & Anti-Corruption policy: Anti-Bribery-Policy-MosChip.pdf Cyber Security and Data Privacy policy: Cyber Security and Data Privacy policy									
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Disclosure Questions		
4. Name of the national and international codes / certifications / labels / standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) mapped to each principle	**Principle 1:**	Country-wise guides to anti-corruption Laws
	Principle 2:	ISO 9001:2015
	Principle 3:	United Nations Universal Declaration of Human Rights and the International Labour Organization's Declaration on Fundamental Principles and Rights at Work ("ILO Declaration")
	Principle 4:	ISO 9001:2015
	Principle 5:	International Labour Organization ("ILO") Declaration, Universal Declaration of Human Rights ("UNDHR"), UN Guiding Principles on Business & Human Rights, United Nations Global Compact ("UNGC")
	Principle 6:	Leadership in Energy & Environmental Design ("LEED")*
	Principle 7:	United Nations Sustainable Development Goals
	Principle 8:	United Nations Sustainable Development Goals
	Principle 9:	United Nations Sustainable Development Goals

Note: LEED certification obtained by the property owner "Aqua Space Developers Private Limited"

5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	**(a) Social Goals** a) Enhance employees' knowledge and capabilities in ESG-related areas through continuous learning and development. b) Strengthen workforce gender diversity with a target of achieving 40% representation of women by 2030. c) Increase female representation in senior leadership roles to 30% by 2030. d) Attain recognition as one of the top employers in our core operating regions. **(b) Environmental Goals** e) Achieve Net Zero carbon emissions by 2040. f) Reduce absolute Scope 1 and Scope 2 greenhouse gas emissions by 100% by FY2030, using FY2024 as the baseline and become Carbon Neutral. g) Source 100% of total electricity consumption from renewable energy by 2030. **(c) Governance Goals** h) Strengthen and enhance sustainability practices within the supply chain. i) Attain industry recognition for excellence in information security and data privacy standards.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Details on performance against the Company commitments will be reported from the next FY since the baseline year is 2024-25								

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

At MosChip, responsible and ethical business practices are deeply embedded in our mission and vision. As we present this year's Business Responsibility and Sustainability Report, we take this opportunity to reaffirm our commitment to the principles of Environmental, Social, and Governance (ESG). These principles not only guide how we operate today but also shape how we envision the future of our company and our role in the communities we serve.

We recognize that long-term business success must go hand-in-hand with environmental stewardship, inclusive growth, and sound governance. Over the past year, we have made meaningful progress across all three pillars of ESG and have also set ambitious targets that reflect both our aspirations and our responsibilities.

On the social front, we are investing in our people by enhancing learning opportunities and building awareness around ESG. A major focus area for us is workforce diversity. We are committed to strengthening gender diversity and have set a goal to reach 40% women representation in our workforce and 30% in senior leadership roles by 2030. Additionally, we are striving to be recognized as one of the top employers in our core regions—a reflection of our people-first culture and strong employee engagement.

From an environmental perspective, we understand the urgency of addressing climate change and have outlined clear goals toward becoming a more sustainable organization. We aim to achieve Net Zero carbon emissions by 2040. As a step in that direction, we are targeting a complete reduction (100%) in our Scope 1 and Scope 2 greenhouse gas emissions by FY2030, using FY2024 as the baseline. Furthermore, we are working toward sourcing 100% of our electricity from renewable sources by 2030. These initiatives reflect our commitment to reducing our environmental footprint while supporting India's broader clean energy transition.

On governance, we are reinforcing our sustainability efforts within the supply chain, ensuring our partners share our values around ethics, compliance, and responsible sourcing. We are also working toward achieving industry recognition for excellence in information security and data privacy—areas that are increasingly critical in today's digital world.

While the journey toward these goals is not without its challenges, we remain steadfast in our commitment. Each milestone we achieve strengthens our belief that responsible business is not only the right thing to do but also essential for long-term value creation. Our progress so far is the result of the collective effort of our teams, and I thank every employee, partner, and stakeholder who has contributed to it.

As we move forward, we will continue to act with integrity, learn from experience, and lead with purpose—ensuring that sustainability is not just a goal, but a way of doing business at MosChip.

8. Details of the highest authority responsible for implementation authority responsible for implementation and oversight of the business responsibility policy/policies.	Name: Srinivasa Rao Kakumanu Designation: Managing Director & CEO DIN: 06726305
9. Does the entity have a specified committee of the Board/ Director responsible for decision-making on sustainability-related issues? (Yes / No). If yes, provide details.	Yes, the Company has an ESG Committee. The members of the ESG Committee are: Mr. Srinivasa Rao Kakumanu, CEO - Chairperson Mr. Jayram Susarla Chief Finance Officer Mr. Suresh Bachalakura Company Secretary

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee	Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)
Performance against above policies and follow up action	ESG Committee	
Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)	P1, P3, P4, P5, P8, P9 – Quarterly P2, P6, P7 – Half yearly	

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Compliance with statutory requirements of relevance to the principles, and the rectification of any non-compliances	Yes								
Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)	Quarterly								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No								
12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated: Not Applicable									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable.

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the Principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics /Principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	4	Code of conduct and ethics, Anti-bribery, Corporate Governance, Whistle Blower Policy, Sustainability and Corporate Social Responsibility.	100%
Key Managerial Personnel	4	Code of conduct and ethics, Anti-bribery, Corporate Governance, Whistle Blower Policy, Sustainability and Corporate Social Responsibility, Leadership, and management skills	100%
Employees other than BoD and KMPs	4	Code of conduct and ethics, Anti-bribery, Corporate Governance, Whistle Blower Policy, Sustainability and Corporate Social Responsibility. Workplace Management, Co-operation among subordinates.	100%

Above table covers only mandatory trainings.

2. **Details of fines/penalties/punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/judicial institutions in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):**

(Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

NIL

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

NIL

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

The Company has established an Anti-Bribery Policy to ensure that appropriate and effective procedures are in place to prevent the Company's involvement in any bribery or corruption-related activities, even if such involvement is unintentional. The policy is available in the document

The policy is available at - Anti-Bribery-Policy-MosChip.pdf

In addition, the Company provides a reporting channel through whistleblower@moschip.com and the Grievance Redressal system, which enables employees to report any concerns while maintaining confidentiality.

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2024-25	FY 2023-24
Directors	-	-
KMPs	-	-
Employees	-	-
Workers	-	-

6. **Details of complaints with regard to conflict of interest:**

	FY 2024-2025 (Current Financial Year)		FY 2023-2024 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	-	-	-	-
Number of complaints received in relation to issues of Conflict of Interest of the KMP's	-	-	-	-

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

Not applicable, as there were no issues related to fines, penalties, or actions taken by regulators, law enforcement agencies, or judicial institutions regarding cases of corruption or conflicts of interest at Moschip Technologies.

8. **Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:**

	FY 2024-25	FY 2023-24
Number of days of accounts payable	30 Days	70 Days

Note: Computed excluding provisions

9. **Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	NIL	NIL
	b. Number of trading houses where purchases are made from	NIL	NIL
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NIL	NIL
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	NIL	NIL
	b. Number of dealers/distributors to whom sales are made	NIL	NIL
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	NIL	NIL
Share of RPTs in	Purchases (Purchases with related parties / Total Purchases)	NIL	NIL
	Sales (Sales to related parties / Total Sales)	NIL	31 %
	Loans & advances (Loans & advances given to related parties / Total loans & advances)	NIL	92 %
	Investments (Investments in related parties / Total Investments made)	NIL	NIL

Note: Share of RPTs is Nil, since BRSR is prepared on Consolidated basis.

Leadership Indicators

1. **Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

Total number of awareness programmes held	Topics / principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	Ethical Sourcing of Materials, Sustainability, Fair Labor Practices and 9 Principles of NGBRC	70%

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

The Company manages conflicts of interest as follows:

Directors and Senior Management are expected to always act in the best interest of the Company. They should avoid any business activity or relationship that could create a conflict between their personal interests and their responsibilities to the Company. This includes avoiding transactions with relatives or with firms where they or their relatives have a significant role or financial interest. If such a transaction is necessary, it should only be carried out after full disclosure and approval by the Board.

They should also not accept gifts from individuals or companies that have business dealings with MosChip, especially if the gift could influence their decisions or give the impression of a conflict of interest.

Directors and Senior Management must not hold any financial interest directly or through relatives in any company that competes or does business with MosChip, particularly in the case of key partners such as suppliers, customers, or distributors.

That said, it is not considered a conflict if they or their immediate family members use services from businesses that also provide services to MosChip like banks, law firms, insurance companies, or brokers so long as they receive those services under normal terms available to the public.

Good Governance Practices

Declaration of Interest: All Directors are required to declare their interests in Form MBP-1 as per the Companies Act, 2013 (Section 184).

Related Party Transactions: Any related party transaction is carefully reviewed and approved by the Board and, where required, by shareholders through special resolutions under Section 188 of the Companies Act, 2013.

Code of Ethics and Business Conduct: The Company follows a clear Code of Ethics and Business Conduct that outlines how we expect our team to conduct themselves professionally and ethically.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (CAPEX) investments in specific technologies to improve product and processes' environmental and social impacts to total R&D and capex investments made by the entity, respectively.**

	FY 2024-25 (₹ in Lakhs)	FY 2023-24 (₹ in Crore)	Details improvements of in Environmental and social impacts
R&D	NIL	NIL	NA
Capex	NIL	NIL	NA

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)** Yes

MosChip follows a supplier onboarding approach rooted in sustainability. As part of this process, the company conducts sustainability due diligence when engaging new vendors. Additionally, an annual sustainability risk assessment is carried out across all purchasing categories. Based on identified risk criteria, MosChip has initiated supplier evaluations focused on sustainability parameters. To further support this initiative, a feedback program has been introduced to enhance vendor awareness and improve their sustainability performance.

b. **If yes, what percentage of inputs were sourced sustainably?**

MosChip has established a robust supplier onboarding process that integrates sustainability criteria, ensuring all new vendors undergo a comprehensive Vendor Due Diligence procedure with a strong focus on sustainability. In addition, the company has introduced supply chain sustainability risk assessments and conducts targeted evaluations of selected suppliers. As a result, MosChip's sustainable sourcing program now covers 70% of its supplier base.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

MosChip Technologies is a design services company focused on semiconductor design and does not manufacture any physical products. However, in its day-to-day operations, the company generates certain electronic waste, for which it has put proper recycling and safe disposal practices in place. During the year, around 800 kilograms of e-waste were responsibly disposed of or recycled through an authorized vendor, Earth Sense Recycle Private Limited. The company also continues to encourage reduced paper usage across all its departments as part of its ongoing sustainability efforts.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the EPR plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Not Applicable to MosChip as the Company does not engage in any product manufacturing activities.

Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product/ Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
No formal Life Cycle Assessment has been conducted during the reporting period. As a semiconductor design services provider with no manufacturing operations, traditional product-based LCA is not applicable. The Company is exploring the feasibility of a service-oriented LCA in line with ISO 14040 standards in future.					

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product / Service	Description of the risk / concern	Action Taken
Not applicable to MosChip, as the company does not engage in product manufacturing. Consequently, there are no significant social or environmental concerns or risks associated with our service offerings.		

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or reused input material to total material	
	FY 2024-25	FY 2023-24
As a semiconductor design services company, MosChip's operations are primarily knowledge- and technology-based, with minimal material consumption. The Company does not use raw materials in manufacturing; hence, the concept of recycled or reused input materials is not applicable. However, for operational needs, MosChip promotes reuse of office equipment, furniture, and peripherals wherever possible, and channels obsolete IT assets to authorized recyclers, contributing indirectly to resource circularity.		

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed of.**

MosChip is a semiconductor design services company and does not manufacture or sell physical products; hence, product and packaging reclamation under EPR is not applicable.

However, the Company manages internal operational e-waste (such as obsolete computers, peripherals, and network equipment) through authorized recyclers. During the reporting period, approximately 0.8 tonnes of such waste was channeled for safe recycling and disposal in compliance with applicable environmental regulations.

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Not Applicable to MosChip as the Company does not engage in any product manufacturing activities.

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential Indicators

1. a. **Details of measures for the well-being of employees:**

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	953	953	100%	953	100%	-	-	953	100%	-	-
Female	452	452	100%	452	100%	452	100%	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-
Total	**1,405**	**1,405**	**100%**	**1,405**	**100%**	**452**	**32.17%**	**953**	**67.83%**	**-**	**-**

Note: All resources are considered as employees

b. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:**

	FY 2024 - 2025*	FY 2023-24
Cost incurred on well-being measures as a % of total revenue of the company	1.36%	0.67%

*In accordance with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated December 20, 2024, and the clarifications provided in the 'Industry Standards Note on Business Responsibility and Sustainability Report (BRSR) Core,' the well-being expenditures for the current year include costs related to life insurance, accidental insurance, and salaried paid during maternity/paternity leaves.

2. Details of retirement benefits, for the Current Financial Year and Previous Financial Year.

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF[1]	99.21%	NA	Y	99.81 %	NA	Y
Gratuity[1]	100%	NA	Y	100%	NA	Y
ESI[2]	3.15%	NA	Y	6.93%	NA	Y
Others – Please Specify	-	-	-	-	-	-

1) All eligible employees are covered

2) All eligible employees covered under the Employees State Insurance Act ("ESIC"), 1948 are provided the benefit

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently-abled employees and workers, as per the requirements of the Rights of persons with disabilities act, 2016? If not, whether any steps are being taken by the entity in this regard:

MosChip is dedicated to fostering an inclusive environment for people with disabilities (PwDs). It has developed accessible infrastructure such as ramps, voice-enabled lifts, and PWD-friendly washrooms, and operates from LEED-certified facilities.

4. Does the entity have an equal opportunity policy as per the rights of persons with disabilities act, 2016? If so, provide a weblink to the policy.

Yes, the Company has an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016 and is available on the website of the Company at Equal Opportunity Policy (https://moschip.com/wp-content/uploads/2025/08/Equal-Opportunity-Policy.pdf)

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	-	-
Female	100%	93.10%	-	-
Total	**100%**	**96.83%**		

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes/No(If Yes, then give details of the mechanism in brief)
Permanent employees	Yes, the company has adopted an open-door policy that applies to all employees, regardless of their role or level. Within the office, employees have access to various channels for sharing grievances and concerns, including the HR helpdesk and direct communication via email with their supervisors.
Other than permanent employees	Yes, the company has adopted an open-door policy that applies to all employees, regardless of their role or level. Within the office, employees have access to various channels for sharing grievances and concerns, including the HR helpdesk and direct communication via email with their supervisors.

Note: The entire workforce of MosChip is categorized as 'Employees' and none as 'Workers'. Therefore, the information required in all sections in the 'Workers' category is not applicable to MosChip.

7. Membership of employees and workers in association(s) or Unions recognised by the listed entity

Category	FY 2024-25			FY 2023-24		
	Total employees/ workers in the respective category (A)	No. of employees/ workers in the respective category, who are part of the association(s) or Union (B)	%(B/A)	Total employees/ workers in the respective category (C)	No. of employees/ workers in the respective category, who are part of the association(s) or Union (D)	%(D/C)
Total permanent Employees						
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
Others	-	-	-	-	-	-

Note: MosChip respects and upholds its employees' right to peaceful association and collective bargaining. The company actively encourages employee involvement through purpose-driven groups that foster engagement and provide a platform to voice concerns.

8. Training given to employees and workers:

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	953	953	100%	650	68.21%	722	440	61%	298	41.27%
Female	452	452	100%	280	61.95%	346	194	56%	115	33.23%
Others	-	-	-	-	-	-	-	-	-	-
Total	**1405**	**1405**	**100%**	**930**	**66.19%**	**1068**	**634**	**59%**	**413**	**38.67%**

Note:

Training is an element for safety awareness. Health and safety training is imparted to employees as a part of the induction module at the time of joining to achieve minimum mandatory awareness related to health and safety (H&S). Constant reinforcement sessions are conducted through webinars, trainings, posters, emails, and floor meetings

The entire workforce of MosChip is categorized as 'Employees' and none as 'Workers'. Therefore, the information required in all sections in the 'Workers' category is not applicable to MosChip.

9. Details of performance and career development reviews of employees and workers:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Male	953	953	100%	722	654	91%
Female	452	452	100%	346	328	95%
Others	-	-	-	-	-	-
Total	**1405**	**1405**	**100%**	**1068**	**982**	**92%**

Note: 100 % of eligible employees have received performance and career development reviews

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes, MosChip has implemented health and safety management systems in line with ISO 9001:2015.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

MosChip Technologies Limited has established, implemented, and maintains a formal process for hazard identification, risk assessment, and control to effectively manage workplace safety across its facilities. The company employs structured methodologies such as Hazard Identification and Risk Analysis (HIRA) and Failure Mode Effect Analysis (FMEA) to identify and evaluate work-related hazards on both routine and non-routine bases. In addition, MosChip encourages employees and workers to report incidents, accidents, or near-misses, and regularly conducts safety walkthroughs led by senior management to proactively identify and mitigate potential risks.

C. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Yes/No)

Yes. The Company's workers have multiple channels to report incidents and accidents through the incident reporting system, emails, verbal reporting to supervisors and ethics helpline.

D. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services? (Yes/no)

Yes, MosChip Technologies has a doctor-in-campus facility and corporate tie-ups with the nearest multi-specialty hospitals for any emergencies

11. Details of safety-related incidents, in the following format:

Safety Incident/Number	Category	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
Total recordable work-related injuries	Employees	-	-
No. of fatalities	Employees	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy workplace:

The Company has implemented several initiatives to ensure a safe and healthy work environment, including:

a) Adopting an Occupational Health and Safety System aligned with the ISO 9001:2015 standard

b) Conducting awareness programs focused on physical and mental well-being

c) Requiring regular medical check-ups for employees in high-risk categories

d) Providing on-campus access to a doctor

e) Offering one-on-one counseling support and a 24/7 telemedicine facility

13. Number of complaints on the following made by employees and workers

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	-	-	-	-
Health & Safety	-	-	-	-	-	-

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100 % by entity
Working Conditions	100 % by entity

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health and safety practices and working conditions:- No Incidents reported in the FY2024-25

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes, MosChip provides the following insurance coverages to all its employees.

a) Term Life Insurance: All employees are covered under a Term Life Insurance policy with a sum assured of ₹30 lakhs, payable in the event of death or permanent disability.

b) Group Accidental Insurance: Employees are also covered under a Group Accidental Insurance policy, with a benefit of up to 20 months of gross salary or ₹20 lakhs, whichever is lower.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The company has begun discussions with its value chain partners to ensure that statutory dues related to their employees are deducted and deposited. However, there is no specific mandate in place for this action. This move reflects the company's commitment to responsible business conduct and employee well-being.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Yes

5. Details on assessment of value chain partners

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	90%
Working Conditions	90%

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

During the reporting period, no significant risks or concerns were identified through assessments of health, safety, and working conditions of value chain partners. Minor observations relating to ergonomic practices and fire safety compliance at certain vendor premises were addressed through:

Awareness Sessions: Conducted safety and ergonomics briefings for vendor staff.

Compliance Follow-up: Ensured timely rectification of fire safety equipment placement and maintenance.

Periodic Review: Incorporated these aspects into the annual vendor assessment checklist for continuous monitoring

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

MosChip follows a well-defined process to engage with its stakeholders, starting with identifying and prioritizing them based on their role, relevance, and influence on the organization. After recognizing the key stakeholder groups, specific engagement methods are developed to address their unique interests and expectations. Insights and feedback from these interactions are shared within the company to ensure necessary follow-up and action.

The company's internal stakeholders include employees, management, senior leadership, the Board of Directors, and members of the MosChip Foundation. On the external side, stakeholders include customers, investors, regulatory authorities, suppliers, service partners, and media.

Regular interaction and collaboration with stakeholders help the company stay in tune with evolving expectations and reinforce its commitment to responsible and responsive business practices.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Annual reports, earnings calls, newspaper advertisement/ notices, the Company's website, annual general meetings and press releases.	Quarterly/Yearly	To keep them informed about how the company is governed, share honest updates on financial results, discuss how we treat our people and uphold human rights, talk openly about staff turnover, and make sure they know we're following all necessary laws and regulations.
Employees	No	Code of conduct, trainings, workshops, employee touch base and grievance mechanisms	Need-based, quarterly	To provide opportunities for ongoing learning and growth, encourage a healthy balance between work and personal life, offer fair pay and benefits, ensure a safe workplace, and build an environment where diversity is valued and respected.
Customers	No	Tech days at customer premise, events, conferences, trade shows, leadership meetings, programme reviews and satisfaction surveys	Need-based, half-yearly	To make sure our products and services meet their quality expectations and are delivered on time, and to understand how we can better support their business goals and overall success.
Academic Institutions / Industry Association	No	MoU's, technology meetings, conferences and seminars	Ongoing basis	To explore how digital technologies can help drive the shift toward net zero, encourage more inclusive ways of working, and prepare the next generation with the skills needed for the future.
Suppliers, Vendors and Partners	No	Supplier code of conduct, contracts, training & awareness and appraisals	Ongoing and need-based	To make it easier to do business with MosChip throughout the entire Procure-to-payment process, and to ensure that business is conducted ethically and responsibly, with respect for fair social practices.
Communities	Yes	CSR Policy, volunteering programs, Shiksha, Niramay, Paryavaran initiatives	Quarterly and annually	To stay connected with the local community by supporting initiatives like education through Shiksha, healthcare through Niramay, and environmental efforts under Paryavaran. Volunteering programs also give MosChip employees a chance to give back and make a real difference where it matters most.
Regulatory Bodies	No	Statutes and regulations	Need-based	To stay aligned with India's policies on climate change, energy use, water conservation, waste management, and protecting biodiversity, along with the broader Sustainable Development Goals (SDGs). It also involves understanding and following CSR and tax regulations in the regions where we operate, and ensuring our practices respect labor laws and human rights.

Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

The Company maintains regular conversations with both internal and external stakeholders such as employees, investors, customers, regulators, and suppliers to understand and prioritize the issues that matter most to the business and its long-term success. These discussions offer valuable insights that help guide the Company's overall strategy and sustainability efforts.

Feedback and key points raised through these interactions are shared with the Board of Directors, ensuring that important stakeholder concerns are considered when making major decisions. A clear process is in place to review suggestions, address concerns, and resolve grievances. Depending on the seriousness and relevance of the matter, it is passed on to the appropriate Board committee for further review and action.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into the policies and activities of the entity.**

Yes,

The company is strongly committed to working closely with its employees, clients, partners, and communities to help build a fairer, healthier, and more sustainable world using the power of technology and engineering. Regular interaction with stakeholders helps us better understand their needs, gather useful input, and pinpoint issues that play a key role in how we create value.

Through our materiality assessment, we stay in tune with what matters most to stakeholders, keep pace with changing regulations, and respond to global sustainability trends. This process helps us identify priority areas and set clear, actionable KPIs that guide our business decisions. By focusing on what truly matters, we aim to make a meaningful impact and set strong, measurable ESG goals that shape how we operate today and into the future.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

Nil

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	1405	1405	100%	1068	1068	100%
Other than permanent	85	85	100%	39	39	100%
Total Employees	**1490**	**1490**	**100%**	**1068**	**1068**	**100%**

2. **Details of minimum wages paid to employees and workers**

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent	1405	0	0	1405	100%	1068	0	0	1068	100%
Male	953	0	0	953	100%	722	0	0	722	100%
Female	452	0	0	452	100%	346	0	0	346	100%
Others	0	0	0	0	0	0	0	0	0	0
Other Than Permanent										
Male	59	0	0	59	100%	27	0	0	27	100%
Female	26	0	0	26	100%	12	0	0	12	100%
Others	0	0	0	0	0	0	0	0	0	0

3. **Details of remuneration/salary/wages**

a. **Median remuneration/wages:**

	Male		Female	
	Number	Median remuneration/ salary/ wages of the respective category (₹ in lakhs)	Number	Median remuneration/ salary/ wages of the respective category (₹ in lakhs)
Board of directors (BoD)	1	316.06	0	0
Key Managerial Personnel	2	84.01	0	0
Employees other than BOD and KMP	950	10.50	452	6.00

b. **Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	24.55%	25.49%

4. **Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, the Company has assigned the responsibility of addressing human rights issues or impacts to the Head of the Human Resource Department Mr. Kasinath Tumuluru

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

Employees and individuals at MosChip have clear and accessible ways to raise concerns related to human rights. Whether it's a verbal conversation or a written note, concerns can be shared with the reporting manager or directly with the HR team.

An HR helpdesk is available for workplace or human rights-related matters, and employees can also use the company's grievance redressal system, which allows anonymous reporting to maintain confidentiality and encourage open communication.

The company promotes an open-door policy, giving employees the freedom to speak directly with supervisors or senior leaders about any issues. MosChip's Code of Conduct supports this by reinforcing its strong commitment to human rights and ethical behavior in all areas of the business.

There are also feedback channels in place so employees can share suggestions or raise concerns, helping build a culture of transparency and continuous improvement. Every report is treated with care, and identities are kept confidential wherever possible, in line with legal and investigative guidelines.

6. **Number of Complaints on the following made by employees and workers:**

	FY 2024-2025 (Current Financial Year)			FY 2023-2024 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year **	Remarks	Filed during the year	Pending resolution at the end of year **	Remarks
Sexual Harassment	0	NA	-	0	NA	-
Discrimination at workplace	0	NA	-	0	NA	-
Child labour	0	NA	-	0	NA	-
Forced labour/ involuntary labour	0	NA	-	0	NA	-
Wages	0	NA	-	0	NA	-
Other human rights related issues	0	NA	-	0	NA	-

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	F.Y. 2024-25 (Current financial year)	F.Y. 2023-24 (Previous financial year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of female employees / workers	-	-
Complaints on POSH upheld	-	-

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases:**

MosChip Technologies Limited has put in place several safeguards to ensure that anyone raising a concern or complaint is protected from any negative consequences. The company is committed to creating a safe and respectful environment where individuals feel comfortable speaking up.

To support this, MosChip has implemented specific mechanisms such as the Prevention of Sexual Harassment (POSH) policy, a formal Grievance Redressal system, and an Ethics Helpline. These platforms are designed to encourage open and honest communication while ensuring confidentiality and protection for those making disclosures.

Whether it's a workplace concern, an ethical issue, or a case related to harassment, these systems are in place to ensure that all complaints are heard, handled fairly, and addressed without fear of retaliation. The goal is to build a culture where integrity, respect, and accountability are valued and upheld across the organization.

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/No).**

   Yes

10. **Assessments for the year:**

	% of your plants and offices that were assessed (by the entity or statutory authorities or third parties)
Child Labour	100% by the entity
Forced/Involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – Please specify	

11. **Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 9 above.**

    No significant risk/concern identified.

Leadership Indicators

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

   No significant changes in process were required resulting from the grievances and complaints this year.

2. **Details of the scope and coverage of any Human rights due-diligence conducted.**

   Human rights considerations are an integral part of our vendor onboarding due diligence. Every new vendor is assessed to ensure alignment with our commitment to ethical and responsible business practices.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

   Yes, the company's offices are accessible to differently abled visitors as per the requirements of the Rights of Persons with Disabilities Act,2016.

4. **Details on assessment of value chain partners:**

Sexual Harassment	100%
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	

   Note: Declaration taken from vendor during onboarding process by the entity

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above**

   Nil

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2024-25	FY 2023-24
From Renewable Sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	**-**	**-**
From non-renewable sources		
Total electricity consumption (D)	1757.06 GJ	1713.36GJ
Total fuel consumption (E)	-	-
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	1757.06 GJ	1713.36 GJ
Total energy consumed (A+B+C+D+E+F)	**1757.06 GJ**	**1713.36 GJ**
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations) GJ/Million	0.4537	0.7688
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) GJ/Million	0.0219	0.0372
Energy intensity in terms of physical output		
Energy intensity (optional) – In terms of Employees: GJ/Total Number of permanent employees	1.2505	1.6042

   Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

   NA

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	-	-
Total volume of water consumption (in kilolitres)	12,732.840	10,861.560
Water intensity per rupee of turnover (water consumed / turnover) KL/Million	3.2883	4.8741
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) Per Million	0.1591	0.2359
Water intensity in terms of physical output	-	-
Water intensity (optional) – in terms of Employees: KL/Total Number of permanent employees	9.06	10.17

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

4. **Provide the following details related to water discharged:**

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kiloliters).		
(i) To Surface water	-	-
- No Treatment	-	-
- With treatment-please specify level of treatment	-	-
(ii) To Groundwater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater	-	-
- No treatment	-	-
- With treatment-please specify level of treatment	-	-
(iv) Sent to third parties	-	-
- No treatment	-	-
- With treatment-please specify level of treatment	-	-
(v) Others	-	-
- No treatment	-	-
- With treatment-please specify level of treatment	6,366.42	5,430.78
Total water discharged (in kiloliters)	**6,366.42**	**5,430.78**

Note: The total water consumption for the MOSCHIP facility was 12,732.84 KL. Approximately 50% of this water (6,366.42 KL) is treated and reused within the building for flushing and landscaping. The remaining 50% (6,366.42 KL) is discharged as per local norms after treatment through the onsite STP/ETP. No untreated wastewater is discharged from the facility. The building is IGBC-certified, ensuring compliance with green building water management standards.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

MosChip operates within a co-working space that is LEED certified by the facility owner. As per the current arrangement, MosChip does not have direct control over wastewater treatment or discharge mechanisms, including Zero Liquid Discharge (ZLD) systems. The building management ensures sustainable water management practices and wastewater treatment, consistent with LEED standards. Therefore, MosChip does not independently implement a ZLD system but benefits indirectly from the building's sustainable infrastructure.

6. **Please provide details of air emissions (other than GHG emissions) by the entity:**

Parameter	unit	FY 2024-25	FY 2023-24
NOx	Tonnes	-	
SOx	Tonnes	-	
Particulate matter (PM)	Tonnes	-	
Persistent organic pollutants (POP)	Tonnes	-	
Volatile organic compounds (VOC)	Tonnes	-	
Hazardous air pollutants (HAP)	Tonnes	-	
Others – please specify	Tonnes	-	

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Tonnes of CO2 equivalent	0.9428	0.4728
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Tonnes of CO2 equivalent	355.069	346.238
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	T CO2 Equivalent / Million	0.0919	0.1555
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Per Million	0.0044	0.0075
Total Scope 1 and Scope 2 emission intensity in terms of physical output		-	-
Total Scope 1 and Scope 2 emission intensity (optional) – In terms of Employees: T CO_2 /Total Number of permanent employees		0.2533	0.3246

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Scope 1 & 2 are calculated by using Ghg Protocol and carried out by BhumiMithr Sustainability Solutions Pvt Ltd

8. **Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

MosChip Technologies operates from a LEED-certified co-working facility designed to optimize energy efficiency and reduce greenhouse gas emissions. Scope 1 emissions are negligible (limited to minimal clean agent fire extinguisher leakage), while Scope 2 emissions arise from purchased electricity.

The facility incorporates energy-efficient lighting, HVAC optimization, and natural daylighting, along with a centralized building management system to reduce electricity use. MosChip also promotes digital collaboration, server virtualization, and employee awareness programs to further minimize energy consumption. The Company is exploring renewable energy sourcing options in the future to further reduce its Scope 2 footprint.

9. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2024-25	FY 2023-24
Total waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	0.8	-
Bio-medical waste (C) (India operations)	-	-
Construction and demolition waste (D) (India operations)	-	-
-Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G) (Used oil and oil filters) (India operations)	-	-

Parameter	FY 2024-25	FY 2023-24
Other Non-hazardous waste generated (H). Please specify, if any. (Food waste and other general waste)	-	-
Total (A+B + C + D + E + F + G + H)	**0.8**	**-**
Waste intensity per rupee of Turnover (Total waste generated /Revenue from operations) per million	0.000206	-
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) per million	0.000010	-
Waste intensity in terms of physical output	-	-
Waste intensity (optional) – In terms of Employee: Metric Tonnes/ Total Number of permanent employees	0.00063	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	0.8	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	**0.8**	**-**
For each category of waste generated, total waste disposed of by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
Total	**-**	**-**

Note: In the previous reporting year, no e-waste was generated at the MOSCHIP facility. In the current reporting year, e-waste has been generated and has been collected, segregated, and sent for recycling through authorized e-waste recyclers in compliance with applicable regulations. The facility continues to follow responsible e-waste management practices to minimize environmental impact.

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

MosChip focuses on semiconductor design and technology services and does not carry out manufacturing or physical production. As a result, waste generated at our offices mainly includes general office waste and electronic waste.

We ensure proper segregation of waste at the source and work with authorized vendors for safe disposal, especially for electronic waste, following all relevant e-waste regulations.

While we do not use hazardous or toxic chemicals in our day-to-day operations, we are committed to reducing our environmental impact through various sustainable practices. These include minimizing paper usage by promoting digital workflows, encouraging electronic documentation, and recycling paper wherever possible.

Additionally, MosChip actively works on energy conservation in our facilities by using energy-efficient equipment and following good practices to reduce electricity consumption.

Overall, our approach supports environmental responsibility and regulatory compliance while promoting sustainability within our office environment.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

No.

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

No.

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Yes, MosChip complies with all applicable environmental laws and regulations in India, including the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act, and related rules. As MosChip operates from a LEED-certified co-working facility managed by the building owner, environmental compliance—including wastewater management, air quality, and waste disposal—is overseen by the facility management. MosChip ensures that its activities within the premises adhere to applicable regulations, and no non-compliances have been reported during the reporting period.

Leadership Indicators

1. **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

For each facility / plant located in areas of water stress, provide the following information:

Name of the area: Not Applicable

Nature of operations: Not Applicable

Water withdrawal, consumption and discharge: Not Applicable

2. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent		
Total Scope 3 emissions per rupee of turnover	MT CO2e / Million Rs	-	-
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

3. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not Applicable.

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

MosChip's operations are primarily office-based, and the company works out of a LEED-certified co-working facility. While the nature of our work does not generate industrial emissions or effluents, we have taken conscious steps to improve resource efficiency within our premises.

We have adopted digital documentation practices to reduce paper consumption and promote a paperless work environment. The company also encourages responsible e-waste disposal through authorized vendors, in line with e-waste regulations. Energy-efficient lighting and shared infrastructure in the LEED-certified workspace contribute to lower energy and water use.

These initiatives have helped reduce the company's overall environmental footprint and support sustainability goals, even in a non-manufacturing setup.

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

MosChip has a Risk Management Policy in place that serves as the foundation for business continuity and disaster response planning. While a standalone Business Continuity and Disaster Management Plan is not publicly disclosed, the company has internal mechanisms to manage potential disruptions. This includes regular IT data backups, use of cloud-based infrastructure to ensure operational continuity, and adherence to cybersecurity protocols. Since MosChip operates from a LEED-certified co-working facility, it also follows the building's established fire safety, evacuation, and emergency response procedures. Oversight of risk and continuity measures is carried out by the senior management and Board of Directors.

Web link: https://moschip.com/wp-content/uploads/2024/07/Risk-Management-Policy.pdf

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

There were no significant adverse impacts to the environment arising from the value chain of Moschip.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

S. No.	No. of value chain partners that were assessed	% of value chain partners (by value of business done with such partners) that were assessed	Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard
-	-	-	-

8. **How many Green Credits have been generated or procured by the listed entity**

Nil

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**

   2

   b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S.No	Name of the trade and industry chambers/associations	Reach of the trade and industry chambers/associations (State/National)
1.	IESA - India Electronics & Semiconductor Association	National
2.	HYSEA – Hyderabad Software Enterprises Association	State

2. **Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
There were no incidents pertaining to anti-competitive conduct by the Company.		

Leadership Indicators

Details of public policy positions advocated by the entity:

S.No	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board	Web Link, if available
None					

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Not Applicable

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Not Applicable

3. **Describe the mechanisms to receive and redress grievances of the community.**

The Company has a clear and practical system in place to address concerns raised by community members. Typically, these concerns are first spotted by the field team working on the ground with support from the Company. From there, the issues are either resolved directly or in coordination with the NGO or CSR team managing the project.

Alongside this, there's also a formal grievance redressal process overseen by the CSR Committee, which keeps track of community-related concerns and ensures they are properly addressed. This approach helps make sure that all community grievances are handled in a fair, transparent manner and in line with the Company's broader CSR goals.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2024-25	FY 2023-24
Directly sourced from MSME/small producers	2%	0%
Directly from within India	100%	0%

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2024-25	FY 2023-24
Rural	0	0
Semi-Urban	0	0
Urban	0	0
Metropolitan	100%	100%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):** None

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:** None

3. **(a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups?** Not Applicable

   (b) From which marginalized /vulnerable groups do you procure? Not Applicable

   (c) What percentage of total procurement (by value) does it constitute? Not Applicable

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

   Not Applicable

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

   Not Applicable

6. **Details of beneficiaries of CSR Projects:**

S. No	CSR project	No. of persons benefited from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1.	Sponsorship to "Ustad Bade Ghulam Ali Khan National Festival of Music and Dance event 2024 in the Aid of Autism Ashram"	100	Not assessable
2.	Providing infrastructure facility to SGRK Govt High School, Gudivada, Krishna District, Andhra Pradesh.	150 students	Not assessable
3.	Creating infrastructure facilities at Department of Electronics and Communications Engineering, University College of Engineering, Osmania University, Hyderabad.	500+ students	Not assessable

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner.

Essential Indicators:

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback:**

   MosChip Technologies Limited has a well-defined and practical system in place to handle customer complaints and feedback. Whenever a concern is raised, there's a structured process to log it, review it, and take appropriate action. This helps ensure that no issue goes unnoticed and that customers feel heard and supported.

   Each project proposal includes a clear escalation matrix, so if any issue arises during the project lifecycle, customers know exactly whom to reach out to and how their concern will be addressed. This not only builds trust but also helps in resolving matters quickly and efficiently.

   To further strengthen this process, the company holds regular weekly meetings led by the CEO along with Business Unit Heads and Sales Heads. These meetings serve as a platform to review customer feedback, discuss any ongoing concerns, and ensure timely resolution. This top-level involvement shows the company's commitment to maintaining strong, responsive customer relationships.

2. **Turnover of products and/or services as a percentage of turnover from all products/services that carry information about:**

	As a % to total turnover
Environmental and social parameters relevant to the product	Not Applicable
Safe and responsible usage	Not Applicable
Usage recycling and/or safe disposal	Not Applicable

3. **Number of consumer complaints in respect of the following:**

	FY 2024-25			FY 2023-24		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	NIL	NIL	NIL	NIL	NIL	NIL
Advertising	NIL	NIL	NIL	NIL	NIL	NIL
Cyber-security	NIL	NIL	NIL	NIL	NIL	NIL
Delivery of essential services	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Restrictive trade practices	NIL	NIL	NIL	NIL	NIL	NIL
Unfair trade practices	NIL	NIL	NIL	NIL	NIL	NIL
Other	NIL	NIL	NIL	NIL	NIL	NIL

4. **Details of instances of product recalls on account of safety issues:**

   Not Applicable

5. **Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide the weblink to the policy:**

   Yes, MosChip Technologies Limited has put in place a strong Information Security Management system to protect customer and company data. The company follows a layered security approach that includes regular risk reviews, vulnerability checks, and internal audits to stay ahead of emerging cyber threats.

   In case of any security incidents, there's a clear process to detect, evaluate, and respond promptly. MosChip also ensures that employees and external partners are trained regularly on best practices for data protection, cybersecurity, and compliance requirements.

   All of this is guided by senior leadership and backed by well-defined processes to ensure compliance with regulations and maintain the trust of stakeholders. These efforts reflect MosChip's commitment to safeguarding sensitive information and upholding high standards of data security throughout its global operations.

   Cyberseurity Policy

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on the safety of products/services:**

   Nil

7. **Provide the following information relating to data breaches:**
   a. **Number of instances of data breaches -** Zero, No material breaches
   b. **Percentage of data breaches involving personally identifiable information of customers -** Not Applicable
   c. **Impact, if any, of the data breaches -** Not Applicable

Leadership Indicators

1. **Channels / platforms where information on products and services of the entity can be accessed**

   https://moschip.com

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   Not Applicable

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   We have a dedicated team in place to handle major incidents or any disruption in services. To support this, we've put a Business Continuity Management System (BCMS) in place at all our delivery centers. This framework covers both customer accounts and key service functions, ensuring that our operations remain steady and reliable even during unexpected situations.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity, or the entity as a whole? (Yes/No)**

   No

"Annexure I" to the Directors Report

Annual Report on CSR Activities

1. Brief outline on CSR Policy of the Company

Corporate Social Responsibility (CSR) has been a strong-standing commitment at MosChip Technologies Limited (the "Company") and forms an integral part of our activities. Accordingly, Corporate Social Responsibility ("CSR") Policy is rooted in the Company's core values of quality, reliability and trust guided by best practices, and driven by our aspiration for excellence in the overall performance of our business. Through its various initiatives, the Company endeavors to play a relevant role by serving society and programmes that address gaps in basic societal requirements.

The Company recognizes that Corporate Social Responsibility is not merely compliance; it is a commitment to support initiatives that measurably improve the lives of underprivileged.

The objective of our CSR policy is to actively contribute to the social, environmental and economic development of the society in which we operate.

2. Composition of CSR Committee

Pursuant to the provisions of Section 135(9) of the Companies Act, 2013 and in view of the fact that the requirement to make spends on account of CSR obligations was less than ₹50 lakh, the CSR Committee was not required to be formed, and the Board of Directors will discharge the functions of CSR Committee.

3. Provide the web-link(s) where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The details are available on our website at: https://moschip.com/wp-content/uploads/2023/06/CSR-policy.pdf

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

As the Company is not having average CSR obligation of ₹ 10 Crores or more in pursuance of subsection (5) of section 135 of the Act, impact assessment is not applicable to the Company.

5. (a). Average net profit of the company as per sub-section (5) of section 135: ₹ 696.81 lakhs

   (b). Two percent of average net profit of the company as per sub-section (5) of section 135: ₹ 13.94 Lakhs

   (c). Surplus arising out of the CSR projects or programs or activities of the previous financial years: Nil

   (d). Amount required to be set off for the financial year, if any: Nil

   (e). Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹13.94 lakhs

6. (a). (i) Details of CSR amount spent against ongoing projects for the financial year: Nil

(ii) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local Area (Yes/ No).	Location of the project.		Amount spent for the project (in ₹).	Mode of implementation - Direct (Yes/No).	Mode of implementation - through implementing agency.	
				State.	District.			Name.	CSR registration number.
1	Promoting Art & Culture.	Promoting Art & Culture.	Yes	Telangana	Hyderabad	5,00,000	No	Sangitajaly Foundation	CSR00033514
2	Promoting education, employment enhancing vocation skills	Promoting education, employment enhancing vocation skills	No	Andhra Pradesh	Krishna	94,000	Yes	SGRK Govt High School	Not applicable
3	Promoting education, employment enhancing vocation skills	Promoting education, employment enhancing vocation skills	Yes	Telangana	Hyderabad	8,00,000	yes	Department of ECE, University College of Engineering, Osmania University	Not applicable
	Total					**13,94,000**			

(b). Amount spent in Administrative Overheads: Nil

(c). Amount spent on Impact Assessment, if applicable: Nil

(d). Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 13.94 Lakhs

(e). CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
₹ 13.94 Lakhs	--	--	--	--	--

(f) Excess amount for set off, if any

Sl. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub section 5 of section 135	₹ 13.94 Lakhs
(ii)	Total amount spent for the Financial Year	₹ 13.94 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

1	2	3	4	5	6		7	8
Sl. No	Preceding Financial Year(s)	Amount transferred to unspent CSR Account under sub section (6) of Section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
1	FY-1	-	-	-	-	-	-	-
2	FY-2	-	-	-	-	-	-	-
3	FY-3	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable

for and on behalf of the Board of Directors of

K. Pradeep Chandra
Director and Chairman
Din: 05345536

Place: Hyderabad
Date: 30th July, 2025

Independent Auditor's Report

To The Members of MosChip Technologies Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of MosChip Technologies Limited (here in after referred to as the "Holding Company") and its subsidiaries (Holding Company and its four subsidiaries and a step down subsidiaries together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31st March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidate Financial Statements, including material accounting policies and other explanatory information (hereinafter referred to as 'the Consolidated Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2025, of its consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated statement of changes in equity and consolidated cash flows for the year then ended.

Basis for opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports except in case of a subsidiary, which is not material, referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Key audit matters

Key audit matters('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key Audit Matters

Key Audit Matter	How our audit addressed the key audit matter
1. Revenue Recognition: The application of the revenue recognition standard, Ind AS 115 – "Revenue from contracts with customers" involves certain key judgements and principles for evaluating various distinctive terms/matters. Revenue where the performance obligation is satisfied over time has been recognised using the percentage of completion method. Identification of performance obligations involves high degree of judgement and assessment of contractual terms. Use of the percentage-of-completion method requires the Company to determine the actual efforts or costs expended to date as a proportion of the estimated total efforts or costs to be incurred which involves significant judgement throughout the period of the contract and is subject to revision as the contract progresses is based on the latest available information. As the revenue recognition involves significant estimates and judgments and is material to the Consolidated Financial Statements, we regard this as a key audit matter Refer Note 2.10 and 24 to the Consolidated Financial Statements	Our audit procedures include the following: • We tested the design and operating effectiveness of management's key internal controls over revenue recognition. • Tested relevant information technology systems' controls relating to contracts and related information used in recording and disclosing revenue. • Substantive testing of sample revenue contracts and performed the following procedures to assess management analysis of compliance with Ind AS 115: - Read, analyzed and identified the distinct performance obligations in these contracts. - Compared these performance obligations with that identified and recorded by the Company. - Considered the terms of the contracts and assessed the transaction price including any variable consideration to test revenue. • Test checked sample contracts / transactions in respect of: - Revenue recorded for time and material contracts were tested using a combination of internally approved time sheets including customer acceptances and invoices. - Revenue recorded for fixed price contracts is based on progress towards completion of performance obligation which was verified based on actual cost relative to estimated cost from management analysis and systems or external evidence of progress. Also, reviewed cost incurred with estimated cost to identify significant variations and reasons and to verify whether those variations have been considered in estimating the remaining cost to complete the contract. • Test checked manual journals posted to revenue to identify any unusual items and sought explanations from Management. • We assessed the adequacy of relevant disclosures made within the consolidated financial statements.
2. Goodwill on business acquisition: As detailed in the Note 42 to the Consolidated Financial Statements the company carries a Goodwill of ₹19,520.06 lakhs as at 31st March 2025. This Goodwill was recognised on acquisitions over a period in terms of Ind AS 103 Business Combinations. The Carrying values of the Goodwill are based on the present value of future cash inflows and there exists a risk of impairment if cash flows are not in line with projections. As per Ind AS 36, 'Impairment of Assets', the goodwill acquired in business combination shall be tested annually for impairment. For the purpose of impairment testing, goodwill acquired in a business combination shall, from the acquisition date, be allocated to each of the acquirer's cash-generating units (CGU) or groups of cash-generating units, that is expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units or groups of units. Valuation of goodwill subject to management assessment of recoverable amount being higher of (i) fair value less costs to sell and (ii) value in use, involving significant judgement and are based on number of variables and estimates including projection of future sales, operating costs and profit margins; appropriate discount rate and terminal value growth rate; and probability of success in applying discounted cashflow valuation methodology.	We carried out the following audit procedures: • Evaluated the design and tested the operating effectiveness of the Group's controls in assessing the recoverable value of goodwill. • Assessed the Group's methodology applied in determining the CGUs to which these assets are allocated. • Tested the estimated recoverable value of these assets and assessed the methodologies used by management in deriving the recoverable value and tested the significant assumptions and the underlying data used by the Group in its analysis. • Where management has used an independent valuer, evaluated the independent valuer's competence, capabilities and objectivity, and assessing the valuation methodology used by the independent valuer to estimate the fair value of investments. • Compared the significant assumptions to current industry, market and economic trends, relate Group's historical data.

Key Audit Matter	How our audit addressed the key audit matter
The assessment of impairment involves significant degree of management judgements and estimates. The management has concluded that the recoverable amount of CGU is higher than its carrying amount and accordingly, no impairment provisions has been recorded as at 31st March 2025. Accordingly, we determined impairment of such goodwill arising from business combination as Key Audit Matter for the current year audit.	• Performed sensitivity analysis of the significant assumptions to evaluate the potential change in the recoverable values of these assets resulting from hypothetical changes in underlying assumptions. • Assessed and validated the adequacy and appropriateness of the disclosures made by the management in the Consolidated Financial Statements.

Other Information

The Holding Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report, Management Discussion and Analysis, Business Responsibility and sustainability Report, Corporate Governance, Shareholder's information and including Annexures to Board's Report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, and the reports of the other auditors as furnished to us, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the additional information, as mentioned above, that would be included in the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions as applicable under the relevant laws and regulations.

Responsibility of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance and comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. read with Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of each companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies which are incorporated in India, has adequate internal financial controls with reference to Consolidated Financial Statements system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of Consolidated Financial Statements and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditor's regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We, as statutory auditors, carried out audit of parent, one Indian subsidiary and one step down subsidiary but we did not audit the financial statements of two subsidiaries, MosChip Technologies, USA and Softnautics Inc. included in the consolidated financial results, whose financial statements reflect total assets of ₹6,374.10 lakhs as at 31st March 2025 and total revenues of ₹18,655.13 lakhs, total net Profit after tax of ₹912.16 lakhs and total comprehensive income of ₹939.01 lakhs for the year ended 31st March 2025 respectively, and net cash inflows of ₹325.65 lakhs for the year ended 31st March 2025, as considered in the Statement. These financial statements have been audited by other auditor whose report has been furnished to us by the Management and our opinion and conclusion on the Consolidated Financial Statements included in the Statement, in so far as it relates to the amounts and disclosures included in respect of the subsidiary is based solely on the report of the other auditor and the procedures performed by us are as stated in paragraph above.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries which are incorporated in India as on 31st March 2025 taken on record by the Board of Directors of respective companies, none of the directors of the Group Companies incorporated in India is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to other remarks paragraph 2(b) above on reporting under section 143(3)(b) and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

   g) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A' which is based on the auditors' reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to Consolidated Financial Statements of those Companies.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i) The Consolidated Financial Statements disclose the impact of pending litigations as on 31st March 2025, on the consolidated financial position of the Group. Refer note 33 of Consolidated Financial Statements.

      ii) The Group didn't have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii) There are no amounts required to be transferred to the Investor Education and Protection Fund (IEPF) as no dividends are declared by the Holding Company and its Subsidiaries incorporated in India.

      iv) a. The respective managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and the other auditor of such subsidiaries respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      b. The respective managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and the other auditors of such subsidiaries, that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

      v) Dividend have not been declared/ paid during the year, by the holding company or its subsidiaries and accordingly compliance with section 123 for the Group is not applicable for the period under review.

      vi) Based on our examination which included test checks, on the Company has used accounting software for maintaining their respective books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the Software Systems. Further, during the course of audit, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

      The financial statements of three foreign subsidiaries that are included in the consolidated financial statements of the Group, have not been audited under the provisions of the Act as of the date of this report. Therefore, we are unable to comment on the reporting requirement under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 in respect of these three foreign subsidiaries

With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For S T Mohite & Co.,
Chartered Accountants
ICAI Firm Registration No.: 011410S

Place: Hyderabad
Date: 21st May 2025

Hima Bindu Sagala
Partner
M. No. 231056
UDIN: 25231056BMOVZI7669

Annexure A

to the Independent Auditors' Report

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MosChip Technologies Limited of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of Consolidated Financial Statements of the MosChip Technologies Limited ("the Holding Company") as of and for the year ended 31st March 2025, we have audited the internal financial controls with reference to the consolidated financial statements of the Holding Company and it's subsidiaries (Holding Company and it's subsidiaries together referred as 'the Group') which are incorporated in India, as of that date .

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the Orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For S T Mohite & Co.,
Chartered Accountants
ICAI Firm Registration No.: 011410S

Place: Hyderabad
Date: 21st May 2025

Hima Bindu Sagala
Partner
M. No. 231056
UDIN: 25231056BMOVZI7669

Consolidated Balance Sheet

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	As at 31st March 2025	As at 31st March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3.1	474.31	522.78
Goodwill	42	19,520.06	19,520.06
Intangible assets	3.2	1,009.40	1,328.93
Intangible assets under development	3.3	2,188.99	904.60
Right-of-use assets	3.4	1,912.05	2,203.04
Financial assets			
Trade receivables	4	-	92.33
Other financial assets	5	612.01	363.57
Deferred tax assets (net)	22	72.29	72.29
Total non-current assets		**25,789.11**	**25,007.60**
Current assets			
Inventories	6	-	79.98
Financial assets			
Trade receivables	7	8,842.54	9,054.94
Cash and cash equivalents	8	3,422.96	335.31
Bank balances other than above	9	2,044.21	1,915.86
Other financial assets	10	779.71	796.35
Current tax assets (net)	23	319.77	357.48
Other current assets	11	3,172.75	701.69
Total current assets		**18,581.94**	**13,241.61**
Total assets		**44,371.05**	**38,249.21**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	3,817.62	3,758.77
Other equity	13	28,990.10	23,184.15
Total equity		**32,807.72**	**26,942.92**

Consolidated Balance Sheet

(All amounts in ₹ lakhs, unless otherwise stated)

LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	14	-	754.29
Lease liabilities	3.4	926.29	1,314.67
Trade payables	15		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		817.98	-
Provisions	16	2,017.51	1,505.07
Total non-current liabilities		**3,761.78**	**3,574.03**
Current liabilities			
Financial liabilities			
Borrowings	17	-	3,755.12
Lease liabilities	3.4	1,190.34	1,124.95
Trade payables	18		
Total outstanding dues of micro and small enterprises		39.84	67.73
Total outstanding dues of creditors other than micro and small enterprises		1,843.49	1,425.52
Other financial liabilities	19	-	43.59
Other current liabilities	20	4,208.18	907.77
Current tax liabilities (net)	23	58.89	32.09
Provisions	21	460.81	375.49
Total current liabilities		**7,801.55**	**7,732.26**
Total liabilities		**11,563.33**	**11,306.29**
Total equity and liabilities		**44,371.05**	**38,249.21**
Corporate Information and material accounting policies	1 & 2		
The accompanying notes form an integral part of the consolidated financial statements			

As per our report of even date attached
For ST Mohite & Co
Chartered Accountants
ICAI Firm Registration No: 011410S

For and on behalf of the Board of Directors
MosChip Technologies Limited

Hima Bindu Sagala
Partner
M No. 231056
UDIN : 25231056BMOVZI7669

Srinivasa Rao Kakumanu
Managing Director & CEO
DIN : 06726305

Damodar Rao Gummadapu
Director
DIN : 07027779

Jayaram Susarla
Chief Financial Officer

Suresh Bachalakura
Company Secretary
M. No: ACS 39381

Place: Hyderabad
Date: 21st May 2025

Place: Hyderabad
Date: 21st May 2025

Consolidated Statement of Profit and Loss

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars		Notes	Year ended 31st March 2025	Year ended 31st March 2024
I	**Income**			
	Revenue from operations	24	46,684.19	29,391.43
	Other income	25	396.33	323.54
Total income			**47,080.52**	**29,714.97**
II	**Expenses:**			
	Cost of materials consumed	26	1,499.16	2,468.59
	Operating cost	27	14,001.79	2,552.52
	Employee benefits expense	28	24,314.82	19,930.16
	Finance cost	29	747.96	601.98
	Depreciation and amortisation expense	30	1,892.13	2,026.22
	Other expenses	31	1,259.20	1,002.85
Total expenses			**43,715.06**	**28,582.32**
III	**Profit before tax (I-II)**		**3,365.46**	**1,132.65**
IV	**Tax expense**	32		
	Current tax		19.01	164.59
	Deferred tax		-	(20.38)
	Total Tax expense		**19.01**	**144.21**
V	**Profit for the year (III-IV)**		**3,346.45**	**988.44**
VI	**Other comprehensive income**			
A	**(i) Items that will not be reclassified to profit or loss**			
	(a) Re-measurements of the defined benefit plans	37	(267.26)	(261.92)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Total (A)		**(267.26)**	**(261.92)**
B	**(i) Items that will be reclassified to profit or loss**			
	(a) Exchange differences in translating the financial statements of a foreign operation		26.85	1.70
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Total (B)		**26.85**	**1.70**
Total other comprehensive income (A+B)			**(240.41)**	**(260.22)**
VII	**Total comprehensive income (V + VI)**		**3,106.04**	**728.22**
	Earnings per equity share ((Face value of ₹2 each))	38		
	Basic (₹)		1.76	0.55
	Diluted (₹)		1.70	0.52

Corporate Information and material accounting policies 1 & 2

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached
For ST Mohite & Co
Chartered Accountants
ICAI Firm Registration No: 011410S

For and on behalf of the Board of Directors
MosChip Technologies Limited

Hima Bindu Sagala
Partner
M No. 231056
UDIN : 25231056BMOVZI7669

Srinivasa Rao Kakumanu
Managing Director & CEO
DIN : 06726305

Damodar Rao Gummadapu
Director
DIN : 07027779

Jayaram Susarla
Chief Financial Officer

Suresh Bachalakura
Company Secretary
M. No: ACS 39381

Place: Hyderabad
Date: 21st May 2025

Place: Hyderabad
Date: 21st May 2025

Consolidated Statement of Cash Flows

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Cash flow from operating activities		
Net profit before tax	3,365.46	1,132.65
Adjustments for :		
Depreciation and amortisation expenses	1,892.13	2,026.22
Interest expense	747.96	601.98
Interest income	(202.69)	(124.69)
Interest Income earned on financial assets that are designated as FVTPL	(43.14)	(44.95)
Allowance for doubtful debts, loans, advances & others and bad debts written off	69.11	121.68
Share based payment expense	1,710.81	1,402.91
Liabilities no longer required, written back	-	(139.97)
Profit on sale of property, plant and equipment, net	(8.90)	-
Unrealised exchange (gain) /loss (net)	(34.58)	75.34
Operating profit before working capital changes	**7,496.16**	**5,051.17**
Adjustments for :		
(Increase) / decrease in inventories	79.98	28.29
(Increase) / decrease in trade receivables	294.57	(1,292.78)
(Increase) / decrease in other financial assets	(229.65)	(27.17)
(Increase) / decrease in other assets	(2,471.06)	(609.81)
Increase / (decrease) in trade payables	1,208.06	(799.88)
Increase / (decrease) in other financial liabilites	(43.59)	36.82
Increase / (decrease) in other liabilites	3,299.90	502.99
Increase / (decrease) in provisions	330.50	365.41
Cash flow from operations	**9,964.87**	**3,255.04**
Income taxes refund received / (paid)	64.51	(175.75)
Net cash generated from / (used in) operating activities (A)	**10,029.38**	**3,079.29**
Cash flow from investing activities		
Purchase of property, plant & equipment, intangible assets (including under development and capital advances)	(1,402.78)	(2,658.94)
Proceeds from sale of property, plant & equipment	8.90	-
Investment in equity shares of subsidiary	-	(5,240.94)
Bank deposits not considered as cash and cash equivalents (net)	(128.35)	(793.97)
Interest received	219.31	91.49
Net cash used in investing activities (B)	**(1,302.92)**	**(8,602.36)**
Cash flow from financing activities		
Proceeds from issue of equity shares	976.53	6,108.03
Proceeds from / (repayment of) non current borrowings	(754.29)	(655.37)
Proceeds from / (repayment of) current borrowings	(3,755.12)	1,233.76
Repayment of lease liabilities	(1,332.20)	(987.78)
Interest paid	(746.88)	(601.98)
Net cash (used in) / generated from financing activities (C)	**(5,611.96)**	**5,096.66**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**3,114.50**	**(426.41)**
On account of acquisition	-	556.65
Movement in foreign currency translation reserve	(26.85)	(1.70)
Cash and cash equivalents - at the beginning of the year	335.31	206.78
Cash and cash equivalents - at the ending of the year (refer note 8)	3,422.96	335.31

The cash flow statement is prepared using the "indirect method" set out in Ind AS 7 – Statement of Cash Flows.

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached
For ST Mohite & Co
Chartered Accountants
ICAI Firm Registration No: 011410S

For and on behalf of the Board of Directors
MosChip Technologies Limited

Hima Bindu Sagala
Partner
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Srinivasa Rao Kakumanu
Managing Director & CEO
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Director
DIN : 07027779

Jayaram Susarla
Chief Financial Officer

Suresh Bachalakura
Company Secretary
M. No: ACS 39381

Place: Hyderabad
Date: 21st May 2025

Place: Hyderabad
Date: 21st May 2025

Consolidated Statement of Changes in Equity

(All amounts in ₹ lakhs, unless otherwise stated)

A. Equity share capital

Particulars	Number of shares	Amount
As at 1st April 2023	16,63,69,319	3,327.39
Movement during the year	2,15,69,010	431.38
As at 31st March 2024	**18,79,38,329**	**3,758.77**
As at 1st April 2024	**18,79,38,329**	**3,758.77**
Movement during the year	29,42,493	58.85
As at 31st March 2025	**19,08,80,822**	**3,817.62**

B. Other Equity

Particulars	Share application money pending allotment	Reserves and surplus				Items of Other Comprehensive Income		Total
		Capital reserve	Securities premium	Share option outstanding account	Retained earnings	Foreign Currency Translation Reserve	Remeasurement of the net defined benefit plans	
Balances as at 1st April 2023	**0.54**	**2,474.97**	**17,573.63**	**1,429.44**	**(13,356.77)**	**231.43**	**(373.68)**	**7,979.56**
Profit for the year	-	-	-	-	988.44	-	-	988.44
Other comprehensive income (net)	-	-	-	-	-	1.70	(261.92)	(260.22)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**988.44**	**1.70**	**(261.92)**	**728.22**
Shares issued on exercise of employee stock options	(977.58)	-	885.30	-	-	-	-	(92.28)
Received on exercise of Stock options	1,069.32	-	-	-	-	-	-	1,069.32
Shares issued on preferential basis	-	-	12,168.87	-	-	-	-	12,168.87
Transfer from share option outstanding account on exercise of stock options	-	-	501.07	(501.07)	-	-	-	-
FCTR on account of acquisition	-	-	-	-	-	(72.45)	-	(72.45)
Amortised amount of share based payments to employees (net)	-	-	-	1,402.91	-	-	-	1,402.91
Balances as at 31st March 2024	**92.28**	**2,474.97**	**31,128.87**	**2,331.28**	**(12,368.33)**	**160.68**	**(635.60)**	**23,184.15**
Balances as at 1st April 2024	**92.28**	**2,474.97**	**31,128.87**	**2,331.28**	**(12,368.33)**	**160.68**	**(635.60)**	**23,184.15**
Profit for the year	-				3,346.45	-	-	3,346.45
Other comprehensive income (net)	-	-	-	-	-	26.85	(267.26)	(240.41)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**3,346.45**	**26.85**	**(267.26)**	**3,106.04**
Shares issued on exercise of employee stock options	(963.24)	-	904.39	-	-	-	-	(58.85)
Received on exercise of Stock options	976.53	-	-	-	-	-	-	976.53
Transfer from share option outstanding account on exercise of stock options	-	-	801.78	(801.78)	-	-	-	-
Amortised amount of share based payments to employees (net)	-	-	-	1,782.23	-	-	-	1,782.23
Balance as at 31st March 2025	**105.57**	**2,474.97**	**32,835.04**	**3,311.73**	**(9,021.88)**	**187.53**	**(902.86)**	**28,990.10**

Corporate Information and material accounting policies

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached
For ST Mohite & Co
Chartered Accountants
ICAI Firm Registration No: 011410S

Hima Bindu Sagala
Partner
M No. 231056
UDIN : 25231056BMOVZI7669

Place: Hyderabad
Date: 21st May 2025

For and on behalf of the Board of Directors
MosChip Technologies Limited

Srinivasa Rao Kakumanu
Managing Director & CEO
DIN : 06726305

Damodar Rao Gummadapu
Director
DIN : 07027779

Jayaram Susarla
Chief Financial Officer

Suresh Bachalakura
Company Secretary
M. No: ACS 39381

Place: Hyderabad
Date: 21st May 2025

Notes forming part of the Consolidated Financial Statements

1 Corporate information

MosChip Technologies Limited ('the Company') was incorporated in 1999 under the Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The registered office of the Company is situated at 7th Floor, "My Home Twitza", Hyderabad Knowledge City, Hyderabad - 500081, which is its principal place of business. As on 31st March 2025, the Company has three wholly owned subsidiary companies in India and USA.

The Group is engaged in to business of engineering solutions comprising of systems and product design, IoT solution design, artificial intelligence and Machine Learning, FPGA design, Mixed Signal IP design, ASIC design, verification, and validation.

The Consolidated Financial Statements for the year ended March 31, 2025 were approved by the Board of Directors and authorised for issue on 21st May 2025.

2 Material accounting policy information

2.1 Statement of compliance

These Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

2.2 Basis of preparation of Consolidated Financial Statements:

The functional currency of the Company and its Indian subsidiaries is the Indian Rupee. The functional currency of foreign subsidiaries is the currency of the primary economic environment in which the entity operates.

These consolidated financial statements have been prepared on historical cost basis except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period. as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Group has considered an operating cycle of 12 months.

Amounts in the consolidated financial statements are presented in Indian Rupees in lakhs rounded off up to two decimal places as permitted by Schedule III to the Act. Per share data are presented in Indian Rupees up to two decimal places.

The Company maintains its accounts on accrual basis following historical cost convention, except for certain assets and liabilities that are measured at fair value in accordance with Ind AS.

Fair value measurements are categorised as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date;

Level 2 inputs are inputs, other than quoted prices included in level 1, that are observable for the assets or liabilities, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the valuation of assets or liabilities.

Above levels of fair value hierarchy are applied consistently and generally, there are no transfers between the levels of the fair value hierarchy unless the circumstances change warranting such transfer.

2.3 Basis of consolidation:

The Consolidated Financial Statements comprise the Financial Statements of MosChip Technologies Limited and its subsidiaries (the Company and its Subsidiaries constitute "the Group").

The Company has consolidated all entities which are controlled by it.

The Company establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has

Notes forming part of the Consolidated Financial Statements

the ability to affect the entity's returns by using its power over relevant activities of the entity.

The consolidated financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances, transactions including unrealized gain / loss from such transactions and cash flows are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the company, are excluded.

Entities controlled by the Company are consolidated from the date control commences until the date control ceases.

Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Company.

Following are the Subsidiary companies as on 31st March 2025 & 31st March 2024 and the same are consolidated for the purpose of this Consolidated Financial Statement.

Name of the Company	Country of Incorporation	% Holding as on As at 31st March 2025	As at 31st March 2024
MosChip Technologies, USA (M USA)	USA	100% Subsidiary	100% Subsidiary
Moschip Institute Of Silicon Systems Private Limited (MISS)	India	100% Subsidiary	100% Subsidiary
MosChip Technologies WLL, Bahrain (M Bahrain)	Bahrain	#	100% Subsidiary
Softnautics Inc *	USA	100% Subsidiary	100% Subsidiary
Softnautics LLP *	India	100% Step-down Subsidiary	100% Step-down Subsidiary

* Softnautics Inc was acquired on 7th June 2023.

Ceased to be subsidiary as on 24th June 2024

2.4 Use of estimates:

The preparation of consolidated financial statements requires the management of the Group to make significant judgement, estimates and assumptions that affect the reported amounts of assets and liabilities on the date of consolidated financial statements, disclosure of contingent liabilities as at the date of the consolidated financial statements, and the reported amounts of income and expenses during the reported period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Critical accounting estimates

(i) Revenue recognition

The Group applies the percentage of completion method in accounting for its fixed price development contracts. Use of the percentage of completion method requires the Group to estimate the efforts or costs expended to date (input method) as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

Notes forming part of the Consolidated Financial Statements

Judgement is also required to determine the transaction price for the contract and to describe the transaction price to each distinct performance obligation. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Group exercises judgments while determining the transaction price allocated to performance obligations using the expected cost plus margin approach.

(ii) Property, plant and equipment

Property, plant and equipment represent a proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(iii) Provisions

A provision is recognized when the Group has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(iv) Business combinations and intangible assets

Business combinations are accounted using Ind AS 103; which requires the identifiable net assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets and their estimated useful life. These valuations are generally conducted by independent valuation experts.

(v) Impairment of Goodwill

Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash-generating unit or groups of cash-generating units which are benefitting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes. Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

Notes forming part of the Consolidated Financial Statements

(vi) Defined benefit plans and compensated absences

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(vii) Expected credit losses on financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

(viii) Other estimates

The share based compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

2.5 Property, plant and equipment

Recognition and measurement

Property, plant & equipment (PPE) and intangible assets are stated at cost less accumulated depreciation/amortisation and net of impairment. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the item to its working condition for its intended use and estimated cost of dismantling and removing the item and restoring the site on which it is located. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

The cost of property, plant and equipment not ready / available for use as at each reporting date is disclosed under capital work in progress.

Depreciation

Depreciable amount for assets is the cost of an asset, less its estimated residual value. Depreciation on PPE (including assets taken on lease), other than freehold land, is charged based on the straight line method on the estimated useful life as prescribed in Schedule II to the Companies Act, 2013 except in respect of the certain categories of assets, where the life of the assets has been assessed based on internal technical estimate, considering the nature of the asset and estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes.

The estimated useful lives of assets are as follows:

Useful lives of depreciable assets	Useful Life (in years)
Mask tools	5
Lab equipment	5
Plant and machinery	5
Furniture and fixtures	10
Office equipment	5
Computers	3
Vehicles	10
Other Intangible assets	3 - 5

The estimated useful life of intangible assets (software) is 3 to 5 years and these are amortised on a straight line basis. Project specific intangible assets are amortised over their estimated useful life on a straight line basis or over the period of the license/ project period, whichever is lower.

The estimated useful life and residual values of property, plant & equipment and intangible assets are reviewed at the end of each reporting period.

Assets acquired under leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

Notes forming part of the Consolidated Financial Statements

Intellectual Property Rights ('IPR') comprise right to use for licensed software. The Group has recognized the IPR based on consideration paid. Subsequent to initial recognition, the intangible asset is measured at cost, less any accumulated amortization and accumulated impairment losses. The IPR's are amortised over their estimated useful life of the asset on a straight line basis.

An item of PPE and intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE and intangible assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

2.6 Leases

At inception of the contract, the Group determines whether the contract is a lease or contains a lease arrangement. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognises right-of-use (RoU) asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The RoU assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-ofuse assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of RoU asset. The estimated useful lives of RoU assets are determined on the same basis as those of property, plant and equipment. RoU assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Group recognises the amount of the remeasurement of lease liability as an adjustment to the RoU asset. Where the carrying amount of the RoU asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in consolidated statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Business combinations are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets transferred, liabilities incurred or assumed and equity instruments issued at the date of exchange by the Company. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in

Notes forming part of the Consolidated Financial Statements

connection with a business acquisition are expenses as incurred.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with IND AS 109 Financial Instruments or IND AS 37 Provisions, Contingent Liabilities and Contingent Assets, with the corresponding gain or loss being recognized in statement of profit or loss.

2.7 Goodwill and intangible assets

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

Intangible assets acquired separately are measured at cost of acquisition. Intangible assets acquired in a business combination are measured at fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

2.8 Impairment of assets

(i) Financial assets

The Group applies the expected credit loss model for recognizing impairment loss on financial assets.

Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive discounted using effective interest rate.

Loss allowances for trade receivables are measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Lifetime expected credit loss is computed based on a provision matrix which takes in to the account historical credit loss experience adjusted for forward looking information. For other financial assets, expected credit loss is measured at the amount equal to twelve months expected credit loss unless there has been a significant increase in credit risk from initial recognition, in which case those are measured at lifetime expected credit loss.

(ii) Non-financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

(iii) Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, amount of non-controlling interest in the acquired entity, and the acquisition date fair value of any previous equity interest in the acquired entity, over the fair value of the Company's share of net identifiable assets acquired.

Notes forming part of the Consolidated Financial Statements

If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference after reassessment, is recognized in the consolidated statement of Profit and Loss as a bargain purchase

After initial recognition, goodwill is tested for impairment on an annual basis by comparing carrying value with recoverable amount, which is higher of fair value less disposal cost and value-in-use. the Company estimates the value-in-use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rate used for the CGU's represent the weighted average cost of capital based on the historical market returns of comparable companies.

2.9 Inventories

Raw material:

Components and parts are valued at lower of cost or net realizable value. Cost is determined on weighted average method.

Finished goods:

Finished goods are valued at the lower of the cost or net realisable value. Cost is determined on weighted average method.

Projects in progress / Work in progress:

Hardware equipment and other items are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis. Cost includes material cost, freight and other incidental expenses incurred in bringing the inventory to the present location / condition.

2.10 Revenue recognition

The Group derives revenues primarily from information technology services comprising software development, consulting and related services.

The Group's contracts with customers include promises to transfer multiple products and services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved, in writing, by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. The Group assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables, and allocation of transaction price to these distinct performance obligations involves significant judgment.

Revenue is recognised to depict the transfer of control of promised goods or services to customers, upon the satisfaction of performance obligations under the contract in an amount that reflects consideration to which the company expects to be entitled in exchange of those goods and services.

To recognise revenues, the company apply the following five step approach Viz., (1) Identify the Contract with customer (2) Identify the performance obligations in the contract; (3) determine the transaction price; (4) reallocate the transaction price to the performance obligation in the contact; and (5) recognise the revenue when a performance obligation is satisfied.

(i) Revenue from time and material and job contracts is recognised on the basis of time spent, efforts expended.

(ii) In respect of other fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.

(iii) Revenue from the sale of distinct internally developed software and manufactured systems and third party software is recognized upfront at the point in time when the system / software is delivered to the customer. In cases where implementation and / or customisation services rendered significantly modifies or customises the software, these services and software are accounted for as a single performance obligation and revenue is recognized over time on a POC method.

Notes forming part of the Consolidated Financial Statements

(iv) Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonus, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

(v) License agreements that require payment of license fees contain a single performance obligation that represents ongoing access to a portfolio of intellectual property over the license term since such agreements provide the licensee the right to access a portfolio of intellectual property that exists at inception of the license agreement and to updates and new intellectual property that is added to the licensed portfolio during the term of the agreement that are highly interdependent or interrelated. Since we expect to expend efforts to develop and transfer updates to our licensed portfolio on an even or specified timeline basis, license fees are recognized as revenues on a straight-line or milestone basis over the estimated period of benefit of the license to the licensee.

(vi) Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

(vii) Contract liability (unearned revenue) is recognized when there is billings in excess of revenues.

(viii) The amount recognized as a warranty provision is based on the estimated costs that the company expects to incur to fulfil its warranty obligations. The provision is measured at its best estimate, which considers factors such as historical warranty claims, repair or replacement costs, and the experience of similar products. If the warranty costs are expected to be incurred beyond one year, the provision may be discounted to reflect the time value of money.

Other Income

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

2.11 Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and disclosed as such in the financial statements.

2.12 Foreign currency transactions

The functional currency of the Group and its Indian subsidiaries are Indian Rupees (INR) whereas the functional currency of foreign subsidiaries is the currency of their primary economic environment.

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the date of Balance Sheet. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are recognized in the profit or loss.

Notes forming part of the Consolidated Financial Statements

2.13 Foreign operations

For the purpose of these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising on translation are recognized in other comprehensive income and accumulated in equity.

2.14 Financial instruments

Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized in profit or loss statement.

(i) Non-derivative financial instruments:

Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate method less impairment losses, if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value

Financial assets not measured at amortised cost are carried at fair value through profit or loss (FVTPL) on initial recognition, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in 'other comprehensive income', for investment in equity instruments which are not held for trading.

The Group, on initial application of IND AS 109 Financial Instruments has made an irrevocable election to present in 'other comprehensive income', subsequent changes in fair value of equity instruments not held for trading.

Financial asset at FVTPL, are measured at fair values at the end of each reporting period, with any gains or losses arising on remeasurement recognized in profit or loss.

Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest rate method or at FVTPL. For financial liabilities carried at amortised cost, the carrying amounts approximate fair values due to the short term maturities of these instruments. Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognized in a business combination, or is held for trading or it is designated as FVTPL. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in profit and loss.

(ii) Derecognition of financial instruments

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group retains substantially all the risk and rewards of transferred financial assets, the Group continues to recognize the financial asset and also recognizes the borrowing for the proceeds received.

The Group derecognises financial liabilities when, and only when, the Group's obligation are discharged, cancelled or have expired.

Notes forming part of the Consolidated Financial Statements

(iii) Financial guarantee contracts

Financial guarantee contracts issued by the Group are initially measured at fair value and subsequently measured at the higher of the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and the amount initially recognized less, when appropriate, the cumulative amount of income recognized in accordance with the principles of Ind AS 115 Revenue.

2.15 Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants related to assets are deducted from the cost of the asset until it is ready for its intended use, and the capitalised amount, net of the grant, is depreciated over the asset's useful life. Grants intended to compensate for specific expenses are recognised in the statement of profit and loss over the periods in which the related costs are incurred, either as a reduction from those costs or presented as other income, depending on the nature of the grant.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss in the period in which they become receivable.

2.16 Employee benefits

(a) Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. The gratuity plan provides for a lump sum payment to employees at retirement, death, incapacitation or termination of the employment based on the respective employee's last drawn salary and the tenure of the employment.

(b) Defined contribution plans

Provident fund and ESIC: The Group's contributions to defined contribution plans are charged to the statement of profit and loss as and when the services are received from the employees.

(c) Compensated absences:

The Group provides for compensated absences subject to Group's rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment or availment. The liability is accrued based on the number of days of unavailed leave at each Balance Sheet date and the awards are accrued based on number years of service of an employee. It is measured at the balance sheet date on the basis of an independent actuarial valuation using the Projected Unit Credit method.

Actuarial gains and losses are recognized in full in the consolidated statement of profit and loss in the period in which they occur.

(d) Other short-term employee benefits / bonus

Other short-term employee benefits such as bonus overseas social security contributions and performance incentives expected to be paid in exchange for services rendered by employees, are recognized in the statement of profit and loss during the period when the employee renders the service.

2.17 Employee stock option plans:

Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The share based compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

The expense is recognized in the consolidated statement of profit and loss with a corresponding increase to the 'share option outstanding account', which is a component of equity.

Notes forming part of the Consolidated Financial Statements

2.18 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is determined as the amount of tax payable in respect of taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2.18 Earnings per share

Basic earnings per share ("EPS") is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period.

For calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

2.19 Provisions, contingent liabilities & contingent assets

A provision is recognized when the Group has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance costs.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognized nor disclosed in the consolidated financial statements.

2.20 Events After the Reporting Period

These events are classified into adjusting and non-adjusting events. Adjusting events provide additional evidence of conditions that existed at the end of the reporting period and require adjustments to the amounts recognized in the financial statements. Non-adjusting events are indicative of conditions that arose after the reporting period and are not adjusted in the financial statements, but if material, must be disclosed with the nature and an estimate of the financial effect.The financial statements must also disclose the date of authorization for issue and who authorised them.

Notes forming part of the Consolidated Financial Statements

2.21 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases, relating to sale and lease back transactions, applicable from 1st April 2024. The Company has assessed that there is no impact on its consolidated financial statements.

On 9th May 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after 1st April 2025. The Company is currently assessing the probable impact of these amendments on its consolidated financial statements.

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

3.1 - Property, plant and equipment

Particulars	Furniture and fittings	Office equipment	Leasehold improvements	Lab equipments	Plant and machinery	Computers	Vehicles	Mask tools	Electrical installation	Total tangible assets
Cost										
As at 1st April 2023	38.16	46.08	-	77.99	6.43	1,046.84	52.56	1,479.10	1.70	2,748.86
Additions	-	0.39	18.95	0.28	-	166.27	-	-	-	185.89
Additions through business combination	0.53	5.03	-	-	-	22.66	-	-	0.14	28.37
Exchange fluctuation	0.02	0.02	-	-	-	0.23	-	-	-	0.27
As at 31st March 2024	**38.71**	**51.53**	**18.95**	**78.27**	**6.43**	**1,236.00**	**52.56**	**1,479.10**	**1.84**	**2,963.39**
As at 1st April 2024	**38.71**	**51.53**	**18.95**	**78.27**	**6.43**	**1,236.00**	**52.56**	**1,479.10**	**1.84**	**2,963.39**
Additions	-	12.79	2.76	-	-	322.50	-	-	-	338.05
Disposals	-	-	-	-	-	(22.15)	(25.56)	-	-	(47.71)
Exchange Fluctuation	0.03	0.04	-	-	-	0.47	-	-	-	0.55
As at 31st March 2025	**38.74**	**64.36**	**21.71**	**78.27**	**6.43**	**1,536.82**	**27.00**	**1,479.10**	**1.84**	**3,254.27**
Accumulated depreciation										
As at 1st April 2023	**38.16**	**33.28**	**-**	**46.46**	**6.43**	**408.70**	**51.11**	**1,479.10**	**1.70**	**2,064.94**
Depreciation charge for the year	0.12	10.74	2.47	15.27	-	345.38	1.45	-	0.03	375.46
Exchange fluctuation	-	0.02	-	-	-	0.18	-	-	-	0.20
As at 31st March 2024	**38.28**	**44.04**	**2.47**	**61.73**	**6.43**	**754.26**	**52.56**	**1,479.10**	**1.73**	**2,440.60**
As at 1st April 2024	**38.28**	**44.04**	**2.47**	**61.73**	**6.43**	**754.26**	**52.56**	**1,479.10**	**1.73**	**2,440.60**
Depreciation charge for the period	0.10	10.06	7.69	13.72	-	355.04	-	-	0.02	386.63
Disposals	-	-	-	-	-	(22.15)	(25.56)	-	-	(47.71)
Exchange fluctuation	-	0.04	-	-	-	0.40	-	-	-	0.44
As at 31st March 2025	**38.38**	**54.15**	**10.16**	**75.45**	**6.43**	**1,087.55**	**27.00**	**1,479.10**	**1.75**	**2,779.97**
Net carrying value										
As at 31st March 2025	**0.36**	**10.21**	**11.55**	**2.82**	**-**	**449.27**	**-**	**-**	**0.09**	**474.31**
As at 31st March 2024	**0.43**	**7.48**	**16.48**	**16.54**	**-**	**481.74**	**-**	**-**	**0.11**	**522.78**

3.2. - Intangible assets

Particulars	Intellectual property rights
Cost	
As at 1st April 2023	2,875.85
Additions	-
Additions through business combination	1,528.12
Exchange fluctuation	5.97
As at 31st March 2024	**4,409.94**
As at 1st April 2024	**4,409.94**
Additions / transfer in	-
Disposals	-
Exchange Fluctuation	11.12
As at 31st March 2025	**4,421.06**

Notes forming part of the Consolidated Financial Statements
(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Intellectual property rights
Accumulated amortisation	
As at 1st April 2023	2,530.95
Amortisation charge for the year	544.97
Exchange Fluctuation	5.09
As at 31st March 2024	**3,081.01**
As at 1st April 2024	
Amortisation charge for the period	319.53
Transfer out	-
Exchange Fluctuation	11.12
As at 31st March 2025	**3,411.66**
Net carrying value	
As at 31st March 2025	**1,009.40**
As at 31st March 2024	**1,328.93**

3.3. - Intangible assets under development

Particulars	IP - Smart Enegy Meter
Cost	
As at 1st April 2023	-
Additions	904.60
Disposals	-
Transfer out	-
As at 31st March 2024	**904.60**
As at 1st April 2024	**904.60**
Additions / Transfer in (refer note below)	1,284.39
As at 31st March 2025	**2,188.99**

Note: Pursuant to the Design Linked Incentive (DLI) Scheme for the Semiconductor Industry, approved by the Government of India for the development of a smart energy meter IC targeting both the Indian and overseas markets.

The above incentive has been accounted for by reducing the cost of intangible assets under development, in accordance with Ind AS 20 – Accounting for Government Grants and Disclosure of Government Assistance. Consequently, the carrying amount of the intangible assets under development is presented net of the government grant.

3.4 Right-of-use assets

Particulars	Buildings
Cost	
As at 1st April 2023	4,144.43
On account of business combination	143.39
Additions	66.96
Exchange fluctuation	1.05
As at 31st March 2024	**4,355.83**

Notes forming part of the Consolidated Financial Statements
(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Buildings
As at 1st April 2024	4,355.83
Additions / Transfer in	1,043.33
Exchange fluctuation	3.23
As at 31st March 2025	**5,402.39**
Accumulated depreciation	
As at 1st April 2023	1,046.29
Depreciation charge for the year	1,105.78
Exchange fluctuation	0.72
As at 31st March 2024	**2,152.79**
As at 1st April 2024	2,152.79
Depreciation charge for the period	1,185.97
Depreciation capitalized for the period	149.35
Exchange fluctuation	2.23
As at 31st March 2025	**3,490.34**
Net carrying value	
As at 31st March 2025	**1,912.05**
As at 31st March 2024	**2,203.04**

Lease liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	2,439.62	3,262.80
Additions	1,043.33	164.60
Interest accrued	123.82	156.16
Repayment of lease liabilities during the year	(1,332.20)	(987.78)
Lease interest payment	(157.94)	(156.16)
Balance at the end of the year	**2,116.63**	**2,439.62**

Breakup of lease liabilities:

Particulars	As at 31st March 2025	As at 31st March 2024
Current	1,190.34	1,124.95
Non- current	926.29	1,314.67
Total lease liabilities	**2,116.63**	**2,439.62**

The table below provides details regarding the contractual maturities of lease liabilities as at 31st March 2025 on an undiscounted basis:

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at 31st March 2025	As at 31st March 2024
Less than 1 year	1,190.34	1,124.95
1-5 years	1,065.41	1,426.92
Total lease liabilities	**2,255.75**	**2,551.87**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The Group has recognised ₹180.83 Lakhs (31st March 2024 : ₹109.53 lakhs) as rent expenses during the year which pertains to short term lease/ low value asset which was not recognised as part of right of use asset.

4 Trade receivables (Non- Current)

Particulars	As at 31st March 2025	As at 31st March 2024
Trade receivables considered good - Unsecured	-	92.33
	-	**92.33**

Ageing as at 31st March 2024:

Particulars	Not yet due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed trade receivables - considered good	92.33	-	-	-	-	-	92.33
Total	**92.33**	**-**	**-**	**-**	**-**	**-**	**92.33**

5 Other non-current financial assets

Particulars	As at 31st March 2025	As at 31st March 2024
Unsecured and considered good		
Security deposits (refer note 37)	456.30	363.57
Bank balances with maturity more than 12 months (Margin money) *	155.71	-
	612.01	**363.57**

* Margin Money Deposits have been lodged with Banks against Guarantees issued by them

6 Inventories

Particulars	As at 31st March 2025	As at 31st March 2024
Raw materials (at cost) *	-	79.98
	-	**79.98**

* Inventories are carried at lower of cost and net realisable value.

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

7 Trade receivables (current)

Particulars	As at 31st March 2025	As at 31st March 2024
Unsecured Considered good	6,148.58	6,263.21
Trade Receivables which have significant increase in credit risk	880.55	812.71
Less: Allowance for doubtful debts	(880.55)	(812.71)
	6,148.58	**6,263.21**
Unbilled receivables	2,693.96	2,791.73
Total	**8,842.54**	**9,054.94**

Ageing as at 31st March 2025:

Particulars	Not yet due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed trade receivables - considered good	4,603.15	614.25	62.00	58.95	166.85	643.38	6,148.58
Undisputed trade receivables - credit impaired	-	-	-	-	78.22	802.33	880.55
Less: Allowance for doubtful debts	-	-	-	-	(78.22)	(802.33)	(880.55)
Total	**4,603.15**	**614.25**	**62.00**	**58.95**	**166.85**	**643.38**	**6,148.58**
Unbilled trade receivables	2,693.96	-	-	-	-	-	2,693.96
Total	**7,297.11**	**614.25**	**62.00**	**58.95**	**166.85**	**643.38**	**8,842.54**

Ageing as at 31st March 2024:

Particulars	Not yet due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed trade receivables - considered good	4,637.42	797.18	0.13	149.05	-	679.43	6,263.21
Undisputed trade receivables - credit impaired	-	-	-	78.22	106.97	627.52	812.71
Less: Allowance for doubtful debts	-	-	-	(78.22)	(106.97)	(627.52)	(812.71)
Total	**4,637.42**	**797.18**	**0.13**	**149.05**	**-**	**679.43**	**6,263.21**
Unbilled trade receivables	2,791.73						2,791.73
Total	**7,429.15**	**797.18**	**0.13**	**149.05**	**-**	**679.43**	**9,054.94**

The credit period on sales of goods ranges from 7 to 90 days with or without security

Credit risk management regarding trade receivables has been described in Note 40

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Contract assets

Changes in the contract assets balances during the year ended 31st March 2025 and 31st March 2024 are as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
Opening balance	9,054.94	7,289.52
Add: Revenue recognised during the year	46,684.19	29,391.43
Amount received during the year	46,896.59	27,626.01
Closing balance	**8,842.54**	**9,054.94**

8 Cash and cash equivalents

Particulars	As at 31st March 2025	As at 31st March 2024
Cash in hand	1.43	-
Balances with Banks		
- In current accounts	3,421.53	335.31
Total	**3,422.96**	**335.31**

9 Bank balances other than cash and cash equivalents

Particulars	As at 31st March 2025	As at 31st March 2024
Balances with Banks In term deposit accounts		
- with maturity more than 3 months but less than 12 months at inception	2,044.21	1,915.86
Total	**2,044.21**	**1,915.86**

10 Other current financial assets

Particulars	As at 31st March 2025	As at 31st March 2024
Security deposits	994.81	994.83
Less : Allowance for doubtful advances	(264.48)	(264.48)
Interest receivable		
- on bank deposits	49.38	66.00
Total	**779.71**	**796.35**

11 Other current assets

Particulars	As at 31st March 2025	As at 31st March 2024
Unsecured and considered good		
Advances other than capital advances		
- Advance to suppliers	90.96	26.18
- Indirect tax balances/recoverable/credits	40.53	105.48
- Prepayments and others (including upfront fee)	3,041.26	570.03
Total	**3,172.75**	**701.69**

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

12 Equity share capital

Particulars	As at 31st March 2025	As at 31st March 2024
Authorised:		
282,755,000 (31st March 2024: 282,755,000) Equity shares of the par value of ₹2 each	5,655.10	5,655.10
	5,655.10	**5,655.10**
Issued, subscribed and fully paid-up:		
191,078,292 (31st March 2024: 188,135,799) Equity shares of the par value of ₹2 each	3,821.57	3,762.72
Less: 197,470 (31st March 2024: 197,470) Equity shares of ₹2 each fully paid-up issued to MosChip ESOP Trust	(3.95)	(3.95)
Total	**3,817.62**	**3,758.77**

i Rights, preferences and restrictions attached to equity shares:

The Company has one class of equity shares having par value of ₹2 per share. Each shareholder is eligible for one vote per ₹2 each. Each shareholder is eligible for one vote per share held and carry a right to dividend. The dividend propose by the Board of Directors, is subject to the approval of the shareholders in the ensuring Annual General Meeting, except in case of interim dividend, In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

ii Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Particulars	As at 31st March 2025		As at 31st March 2024	
	Number of shares	Amount in ₹ lakhs	Number of shares	Amount in ₹ lakhs
Shares outstanding at the beginning of the year	18,81,35,799	3,762.72	16,65,66,789	3,331.34
Issue of shares during the year				
(i) Preferential issue	-	-	1,67,22,598	334.45
(ii) ESOPs	29,42,493	58.85	48,46,412	96.93
	29,42,493	**58.85**	**2,15,69,010**	**431.38**
Less: Equity shares of ₹2 each fully paid-up issued to MosChip ESOP Trust but not allotted to employees.	1,97,470	3.95	1,97,470	3.95
Shares outstanding at the end of the year	**19,08,80,822**	**3,817.62**	**18,79,38,329**	**3,758.77**

iii Details of shareholder holding more than 5% shares

Particulars	As at 31st March 2025		As at 31st March 2024	
	Number of shares	% Holding	Number of shares	% Holding
Mayuka Holdings Private Limited	8,48,39,942	44.40%	8,48,39,942	45.10%

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

iv Details of shares held by promoters

Particulars	As at 31st March 2025		As at 31st March 2024		% change during the year
	Number of shares	% Holding	Number of shares	% Holding	
Mayuka Holdings Private Limited	8,48,39,942	44.40%	8,48,39,942	45.10%	-
Mr. Rama Chandra Reddy Kadiri*	-	-	39,90,778	2.12%	(100%)
Mrs. K. Pratibha Reddy*	-	-	398	0.00%	(100%)
Mr. Damodar Rao Gummadapu	2,04,000	0.11%	2,04,000	0.11%	-

*Mr Kadiri Ramachandra Reddy and Mrs. K Prathibha Reddy, Promoters of the company are reclassified as public shareholders w.e.f 29th November 2024.

v Shares allotted as fully paid-up pursuant to contracts without payment being received in cash during the year of five years immediately preceding the date of the balance sheet - 11,452,498 (31st March 2024: 18,351,568) equity shares.

13 Other equity

Particulars	As at 31st March 2025	As at 31st March 2024
(a) Capital reserve (refer note i)		
Opening balance	2,474.97	2,474.97
Movement during the year	-	-
Closing balance	**2,474.97**	**2,474.97**
(b) Securities premium (refer note ii)		
Opening balance	31,128.87	17,573.63
Receipts on exercise of stock options	904.39	885.30
Transfer from share option outstanding account on exercise of stock options	801.78	501.07
Issue of fresh equity shares on preferential basis	-	12,168.87
Closing balance	**32,835.04**	**31,128.87**
(c) Share option outstanding account (refer note iii)		
Opening balance	2,331.28	1,429.44
Amortised amount of share based payments to employees (net)	1,782.23	1,402.91
Transfer from share option outstanding account on exercise of stock options	(801.78)	(501.07)
Closing balance	**3,311.73**	**2,331.28**
(d) Retained earnings (refer note iv)		
Opening balance	(12,368.33)	(13,356.77)
Profit for the year	3,346.45	988.44
Closing balance	**(9,021.88)**	**(12,368.33)**
(e) Share application money pending allotment (refer note v)		
Opening balance	92.28	0.54
Shares issued on exercise of employee stock options	(963.24)	(977.58)
Received on exercise of Stock options	976.53	1,069.32
Closing balance	**105.57**	**92.28**

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at 31st March 2025	As at 31st March 2024
(f) Other Comprehensive Income (refer note vi)		
(a) Remeasurement of the net defined benefit plans		
Opening balance	(635.60)	(373.68)
Additions during the year	(267.26)	(261.92)
Closing balance	**(902.86)**	**(635.60)**
(b) Foreign Currency Translation Reserve		
Opening balance	160.68	231.43
Additions during the year	26.85	1.70
On account of business combination	-	(72.45)
Closing balance	**187.53**	**160.68**
Total other equity	**28,990.10**	**23,184.15**

i Capital reserve

Capital reserve is primarily created on due to forfeiture of monies received for share warrants issued in earlier years.

ii Securities premium

Securities premium comprises premium received on issue of shares

iii Share option outstanding account

Represents the fair value of services received against employees stock options outstanding as at balance sheet date. These will be transferred to securities premium account after the exercise of the underlying options.

iv Retained earnings

Retained earnings represents the undistributed profits of the Group accumulated as on Balance Sheet date.

v Share application money pending allotment

Share application money pending allotment represents application money received for which allotment is pending. Which is outstanding less than 60 days.

vi Other comprehensive income:

(i) Represents the actuarial gain / (loss) recognised on defined benefit plans and will not be reclassified to retained earnings.

(ii) The exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian rupees is recognised in other comprehensive income and is presented within equity in the foreign currency translation reserve.

14 Long term borrowings (at amortised cost)

	Particulars	As at 31st March 2025	As at 31st March 2024
	Un secured		
i.	Term loans from banks (refer note (a) below)	-	99.68
ii.	loans from related parties (refer note 34 & (b) below)	-	654.61
	Total	**-**	**754.29**

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

a. Security and terms of term loan borrowings

The bank has sanctioned ₹2.88 crores in FY2020-21 and ₹1.29 crores in FY 2022-23 loan in under the scheme of Guaranteed Emergency Credit Line (GECL) with interest rate of 8.25%, which will be paid over a period of 36 months from Aug'21 and Jul'24 respectively.

b. Terms of loans from related parties

Un secured loan from I Quest Enterprises Private Limited will be repaid in 42 monthly instalments starting from Oct'22.

15 Trade payables (Non- Current)

Particulars	As at 31st March 2025	As at 31st March 2024
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises	817.98	-
Total	**817.98**	**-**

Ageing of trade payables

As at 31st March 2025

Particulars	Unbilled dues	Not yet due	Outstanding for following periods from due date				Total
			less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	-	-	-	-	-
Total outstanding dues of creditors other than micro and small enterprises	-	817.98	-	-	-	-	817.98

16 Provisions (Non- Current)

Particulars	As at 31st March 2025	As at 31st March 2024
Employee benefit obligations (refer note 37)		
- Gratuity	1,540.89	1,096.09
- Compensated absences	476.62	408.98
Total	**2,017.51**	**1,505.07**

17 Short term borrowings (at amortised cost)

Particulars	As at 31st March 2025	As at 31st March 2024
Working capital demand loans from banks (refer note (i) below)	-	3,099.61
Current maturities of long term borrowings (refer note 14)		
Vehicle loans (refer note (ii) below)	-	3.70
Term loans from banks	-	67.05
loans from related parties (refer note 34)	-	584.75
Total	**-**	**3,755.12**

i. The Company obtained a cash credit facility from bank amounting to ₹8,000 lakhs during the year. As on 31st March 2025, the cash credit facilities remain unutilised.

Further, the Company also has a sanctioned bank guarantee limit of ₹1,600 lakhs, with the cash margin of 10%, which was utilised during the year.

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

The above facilities are secured by charge on entire current assets and Property, plant and equipment, both present and future.

In respect of the above facilities, there are no defaults or continuing defaults during the reporting period.

ii. Vehicle loans are secured by hypothecation of the vehicles financed through the loan arrangements. Such loans are repayable in equal monthly instalments over a period of 7 years commenced from May'17 and carry interest rate 9.4 % per annum.

18 Trade payables

Particulars	As at 31st March 2025	As at 31st March 2024
Total outstanding dues of micro and small enterprises	39.84	67.73
Total outstanding dues of creditors other than micro and small enterprises	1,843.49	1,425.52
Total	**1,883.33**	**1,493.25**

Particulars	As at 31st March 2025	As at 31st March 2024
(a) Total outstanding, dues of micro and small enterprises	39.84	67.73

Disclosure pertaining to micro, small enterprises (as per information available with the Company):

Particulars	As at 31st March 2025	As at 31st March 2024
Principal amount outstanding as at end of year (refer note i)	39.84	67.73
Principal amount overdue more than 45 days		-
Interest due and unpaid as at end of year	-	-
Interest paid to the supplier	-	-
Payments made to the supplier beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid as at end of year	-	-
Amount of further interest remaining due and payable in succeeding year	-	-

i. It includes vendors classified as part of other financial liabilities in note 19 relating to payable for capital projects amounting to ₹Nil in 31st March 2025 (₹43.59 Lakhs in 31st March 2024).

Ageing of trade payables

As at 31st March 2025

Particulars	Unbilled dues	Not yet due	Outstanding for following periods from due date				Total
			less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	39.84	-	-	-	-	39.84
Total outstanding dues of creditors other than micro and small enterprises	858.82	708.61	238.33	19.55	17.09	1.08	1,843.49

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

As at 31st March 2024

Particulars	Unbilled dues	Not yet due	Outstanding for following periods from due date				Total
			less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	67.73	-	-	-	-	67.73
Total outstanding dues of creditors other than micro and small enterprises	685.56	300.70	110.76	11.57	1.59	315.34	1,425.52

Payables Other than acceptances are normally settled within 45 - 60 days.

Trade payables from related parties' details has been described in note 34

19 Other current financial liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Payables for suppliers	-	43.59
Interest accrued but not due on borrowings	-	-
Total	**-**	**43.59**

20 Other current liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Unearned revenue	3,048.55	404.80
Statutory liabilities	1,159.63	502.97
Total	**4,208.18**	**907.77**

21 Provisions (Current)

Particulars	As at 31st March 2025	As at 31st March 2024
Employee benefit obligations (refer note 37)		
- Gratuity	281.81	203.99
- Compensated absences	179.00	171.50
Total	**460.81**	**375.49**

22 Deferred tax assets:

Particulars	As at 31st March 2025	As at 31st March 2024
- Timing difference on brought forward business losses	72.29	72.29
Total	**72.29**	**72.29**

23 Income tax asset / (liabilities), net

Particulars	As at 31st March 2025	As at 31st March 2024
A. Income tax assets		
Advance tax, net	319.77	357.48

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at 31st March 2025	As at 31st March 2024
Total	**319.77**	**357.48**
B. Income tax liabilities		
Provision for tax	58.89	32.09
Total	**58.89**	**32.09**

24 Revenue from operations

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Sale of Services	46,684.19	29,391.43
Total	**46,684.19**	**29,391.43**

Disaggregated revenue information

The table below presents disaggregated revenues from contracts with customers by offerings for the years ended 31st March 2025 and 31st March 2024, respectively. The Company believes that this disaggregation best depicts how the nature, amount, timing and certainty of our revenues and cash flows are affected by industry, market and other economic factors.

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Revenue by contract type		
Time and material	25,883.96	21,825.79
Fixed price	20,800.23	7,565.64
Total	**46,684.19**	**29,391.43**
Revenues by geography		
North America	21,924.68	15,265.97
Asia Pacific (including India)	24,759.51	14,125.46
Total	**46,684.19**	**29,391.43**

Fixed price:

Fixed price arrangements with customers have defined delivery milestones with agreed scope of work and pricing for each milestone. Revenue from fixed-price contracts, where the performance obligations are satisfied over time and when there is no uncertainty as to measurement or collectability of consideration, is recognised as per the 'percentage-of-completion' method. When there is uncertainty as to measurement or ultimate collectability, revenue is recognised when such uncertainty is resolved. Percentage of completion is determined based on the project costs incurred to date as a percentage of total estimated project costs required to complete the project. The input method has been used to measure the progress towards completion as there is direct relationship between input and productivity. In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognised with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilised by the customer is recognised as revenue on completion of the term.

Time and material:

Revenue from time and material contracts are recognised as and when services are rendered to the customer. These are based on the efforts spent and rates agreed with the customer. (Revenue from the end of the last invoicing to the reporting date is recognised as unbilled revenue)

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

25 Other income

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Interest income earned on financial assets designated as amortised cost		
Bank deposits	198.63	110.41
Income tax refund	4.06	14.28
Interest Income earned on financial assets that are designated as FVTPL	43.14	44.95
Profit on sale of property, plant and equipment, net	8.90	-
Foreign exchange gain, (net)	8.46	-
Liabilities no longer required written back	-	139.97
Miscellaneous income	133.14	13.93
Total	**396.33**	**323.54**

26 Cost of materials consumed

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Cost of materials consumed	1,499.16	2,468.59
Total	**1,499.16**	**2,468.59**

27 Operating cost

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Outsourcing services	12,900.39	1,647.21
Electronic Design Automation tools cost	1,101.40	905.31
Total	**14,001.79**	**2,552.52**

28 Employee benefits expense

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Salaries and wages	21,489.64	17,656.61
Contribution to provident and other funds (refer note 37)	618.13	522.84
Share based payment to employees (refer note 39)	1,710.81	1,402.91
Staff welfare expenses	496.24	347.80
Total	**24,314.82**	**19,930.16**

29 Finance cost

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Interst on		
- Working capital loans	342.46	181.05
- Other loans	127.78	236.97
- Lease liability (refer note 3.4)	123.82	156.16
Unwinding of interest on financial liabilities carried at amortised cost	35.20	-
Other borrowing costs	118.70	27.80
Total	**747.96**	**601.98**

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

30 Depreciation expense

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Depreciation of property, plant and equipment (refer note 3.1)	386.63	375.46
Amortisation of intangible assets (refer note 3.2)	319.53	544.97
Depreciation of Right of use assets (refer note 3.4)	1,185.97	1,105.78
Total	**1,892.13**	**2,026.22**

31 Other expenses

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Rent (refer note 3.4)		
- Buildings	49.58	46.02
- Equipments	131.25	63.51
Rates and taxes	75.89	35.63
Power and fuel	17.26	14.18
Software expenses	133.36	82.94
Subscription charges	9.18	9.64
Insurance	23.22	9.32
Travelling and conveyance	155.07	205.52
Corporate social responsibility (refer note 35)	13.94	8.95
Communication	40.61	34.21
Printing and stationery	4.93	4.19
Business promotion	58.50	40.92
Repairs and maintenance		
- Machinery	-	-
- Others	53.22	9.35
Professional and consultancy charges	283.67	124.64
Auditors' remuneration (refer note i below)	61.54	35.94
Provision for doubtful debts	64.11	121.68
Bad debts written off	5.00	
Office maintenance	75.67	31.05
Net loss/ (gain) on foreign currency transactions and translation	-	125.16
Miscellaneous expenses	3.20	-
Total	**1,259.20**	**1,002.85**

Note i: Auditors' remuneration

Audit fees and certification charges included in professional fees (excluding taxes)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Statutory audit	27.27	19.24
Tax Audit	10.29	1.55
Other services (incl. limited reviews)	23.98	15.15
Total	**61.54**	**35.94**

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

32 Tax expense / (credit)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Current Tax	19.01	164.59
Deferred tax	-	(20.38)
Total	**19.01**	**144.21**

33 Contingent liabilites & Commitments

(a) Contingent liabilites

Particulars	As at 31st March 2025	As at 31st March 2024
Claims against the Company not acknowledged as debt (refer note below)	1,057.93	1,057.93

The Company has disputed the demand raised by the Income Tax authorities for the Assessment Year 2019-20 pertaining to the disallowance of amortization on goodwill. Which is pending before the Commissioner of Income Tax (Appeals). The aggregate amount of disputed tax is ₹1,057.93 lakh (31st March 2024 – ₹1,057.93 lakh).

(b) Commitments

Estimated amount of Contracts remaining to be executed on capital account and not provided for (net of advances) ₹Nil (31st March 2024: ₹Nil).

34 Related party disclosures

a) Name of the related party and the nature of its relationship with the Group:

Particulars	Relationship as on 31st March 2025
Holding and subsidiary Companies	
Mayuka Holdings Private Limited	Holding Company
I Quest Enterprises Private Limited	Ultimate Holding Company
Directors and relatives *	
Mr. Damodar Rao Gummadapu	Non-Executive Director
Mr. K Ramachandra Reddy (upto 1st May 2023)	Non-Executive Director
Mr. G. V. Pranav Reddy (w.e.f 4th November 2023)	Non-Executive Director
Mr. Vinayendra Parvathaneni (w.e.f 4th November 2023)	Non-Executive Director
Mr. K.Pradeep Chandra	Independent Director
Mr. D.G.Prasad	Independent Director
Mrs. Madhurika Nalluri Venkat	Independent Director
Mr. Rajeev Krishnamoorthy (upto 29th January 2024)	Independent Director
Mrs. Asha Nimmagadda	Relative of KMP of Holding company
Key management personnel and relatives *	
Mr. Venkata Sudhakar Simhadri - Managing Director and Chief Executive Officer (upto 25th October 2023)	Key Management Personnel
Mr. Srinivasa Rao Kakumanu - Managing Director and Chief Executive Officer (w.e.f 26th October 2023)	Key Management Personnel
Mr. Jayaram Susarla - Chief Financial Officer	Key Management Personnel
Mr. Suresh Bachalakura - Company Secretary	Key Management Personnel
Others *	
Techwave Infotech Private Limited	Director has significant influence
Smilax Corporate Services LLP	Common Director in Holding company

* In terms of Para 18 of Ind AS 24, the above list represents only the Companies, directors, KMP's and relatives, who are having transactions with the Company

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

b) Transaction with related parties for the year ended

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Loans repayment		
Mayuka Holdings Private Limited	1,239.36	508.77
Interest expenses		
Mrs. Asha Nimmagadda	16.57	24.06
Mayuka Holdings Private Limited	111.04	20.39
I Quest Enterprises Private Limited	-	192.52
Transactions with Key management personal		
Remuneration to Key Management Personnel		
Short term employee benefits	474.11	499.40
Post employment benefits;	0.65	0.65
Other long-term employee benefits	14.65	256.35

c) Balance as at (payables) / receivables

Particulars	As at 31st March 2025	As at 31st March 2024
Trade and other payables		
Techwave Infotech Private Limited	300.00	300.00
Loan Outstanding		
I Quest Enterprises Private Limited	-	1,239.36

d) Terms and conditions of transactions with related parties:

i. The transactions with related parties are made on terms equivalent to those that prevail at arm's length and in ordinary course of business. Outstanding balances at the year-end are unsecured.

ii. The transactions are disclosed under various relationships (i.e. holding and other related parties) based on the status of related parties on the date of transactions.

iii. The Group gives or receives trade advances during normal course of business. The transactions against those trade advances are part of above-mentioned purchases or sales and accordingly, such trade advances have not been shown separately.

35 Corporate Social Responsibility ("CSR")

a) As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities of the Company mainly encompass activities relating to promoting education.

Pursuant to the provisions of Section 135(9) of the Companies Act, 2013 and in view of the fact that the requirement to make spends on account of CSR obligations was less than ₹50 lakh, the CSR Committee was not required to be formed, and the Board of Directors will discharge the functions of CSR Committee.

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

b) Details of expenditure on Corporate Social Responsibility:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
(i) Gross amount required to be spent by the Company during the year	13.94	8.95
(ii) Amount approved by the Board to be spent during the year	13.94	8.95
(iii) Amount spent during the year (in cash)		
- construction/ acquisition of any asset	-	-
- on purpose other than above	13.94	8.95
(iv) Shortfall at the end of the year	-	-
(v) Total of previous years shortfall	-	-
(vi) Reason for shortfall	NA	NA
(vii) Nature of CSR activities	Promoting education and culture	Promoting education
(viii) Details of related party transactions, e.g. contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard.	-	-
(ix) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year.	NA	NA

36 Segment information

Ind AS 108 establishes standards for the way that companies report information about their operating segments and related disclosures, as applicable about products and services, geographic areas, and major customers. Based on the "management approach" as defined in Ind AS 108, the management evaluates the company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographical segments. Accordingly, information has been presented as per business segments. The accounting principles used in the preparation of the consolidated financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies. Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment. Certain expenses such as depreciation stock compensation cost and finance cost, which form a significant component of total expenses, are not specifically allocable to specific segments as the underlying assets are used interchangeably. Management believes that it is not practical to provide segment disclosures relating to those expenses, and accordingly these expenses are separately disclosed as "unallocated" and adjusted against the operating income of the Group. Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the decision maker, in deciding how to allocate resources and assessing performance. The Group decision maker is the Chief Executive Officer. The Group has identified business segments as reportable segments. Accordingly, Semiconductor and Software System Design have been disclosed as business segments. Segregation of assets (except for specific assets), liabilities (except for specific segment liabilities), depreciation and other non-cash expenses into various business segments have not been done as the assets are used interchangeably between segments and the Group is of the view that it is not practical to reasonably allocate liabilities and other non-cash expenses to individual segments and an ad-hoc allocation will not be meaningful.

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

A Information on reportable segments are given below

Business segment

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Revenue		
Semiconductor	36,348.03	23,134.54
Software & System Design	10,336.16	6,256.89
Total	**46,684.19**	**29,391.43**
Direct cost		
Semiconductor	27,760.00	17,284.37
Software & System Design	9,679.23	5,625.41
Segment operational income		
Semiconductor	8,588.03	5,850.17
Software & System Design	656.94	631.48
Total operational income	**9,244.97**	**6,481.65**
Other income	396.33	323.54
Un allocated expenses	(3,635.75)	(3,044.34)
Finance charges	(747.96)	(601.98)
Depreciation and amortisation expenses	(1,892.13)	(2,026.22)
Profit before tax	**3,365.46**	**1,132.65**
Tax expenses	19.01	144.21
Profit after tax	**3,346.45**	**988.44**

Statement of Segment assets and segment liabilities

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Segment assets		
Semiconductor	17,892.74	17,700.43
Software & System Design	14,964.66	14,128.98
Un allocable segment assets	11,513.51	6,419.80
Total	**44,370.91**	**38,249.21**
Segment liabilities		
Semiconductor	3,778.17	676.42
Software & System Design	634.01	274.84
Un allocable segment Liabilities	7,151.01	10,355.03
Total	**11,563.19**	**11,306.29**
Capital employed	**32,807.72**	**26,942.92**

B Secondary Segment information

1. Information regarding geographical revenue is as follows:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Within India	24,759.51	14,125.46
Outside India	21,924.68	15,265.97
Total	**46,684.19**	**29,391.43**

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

2. Information regarding geographical non-current assets is as follows:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Within India	25,762.98	24,947.88
Outside India	26.13	59.72
Total	**25,789.11**	**25,007.60**

Management believes that it is currently not practicable to provide disclosure of geographical location wise assets, since the meaningful segregation of available information is onerous.

Note: During the year, the Group has changed its segment nomenclature from embedded to Software & System Design, aligning with the nature of its services.

37 Details of employee benefits as required by the IND AS-19 – Employee Benefits are as under:

i. Defined contribution plans

The Group makes contributions to Provident Fund which is defined contribution plans for qualifying employees. Under these Schemes, the Group contributes a specified percentage of the payroll costs to the respective funds.

The Group has recognized as expense in the Statement of Profit and Loss ₹321.33 lakhs (31st March 2024: ₹293.87 lakhs) for Provident Fund contributions.

ii. Defined benefit plan

In accordance with the Payment of Gratuity Act, 1972, applicable for Indian companies, the company operates a scheme of gratuity which is a defined benefit plan. The gratuity plan is partially funded.

Changes in Defined benefit obligation ('DBO') and planned assets recognized in the Balance Sheet are as under.

Particulars	As at 31st March 2025	As at 31st March 2024
Defined benefit obligation at the beginning of the year	**1,328.16**	**805.58**
Service cost	279.64	214.45
Interest cost	85.00	61.25
Benefits paid	(111.71)	(110.11)
Actuarial gain	266.30	263.61
Additions through business combinations	-	93.38
Defined benefit obligation at the end of the year	**1,847.39**	**1,328.16**

Particulars	As at 31st March 2025	As at 31st March 2024
Change in Fair Value of Plan Assets		
Fair value of plan assets at the beginning of the year	**28.08**	**15.45**
Employer contributions	109.30	121.11
Actuarial (gain)/loss on plan assets	(0.98)	1.63
Benefits Paid	(111.71)	(110.11)
Fair value of plan assets at the end of the year	**24.69**	**28.08**

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at 31st March 2025	As at 31st March 2024
Present value of projected benefit obligation at the end of the year	1,847.39	1,328.16
Fair value of plan assets at the end of the year	24.69	28.08
Net liability recognised in the balance sheet	**1,822.70**	**1,300.08**
Non Current	1,540.89	1,096.09
Current	281.81	203.99

Expenses recognised in statement of profit and loss

Particulars	As at 31st March 2025	As at 31st March 2024
Service cost	279.64	214.45
Interest cost (Incl. Interest on asset)	85.00	61.25
Expenses recognised in statement of profit and loss	**364.64**	**275.70**
Gratuity cost		
Actuarial gain / (loss) due to financial assumption changes	40.51	22.77
Actuarial gain / (loss) due to experience adjustments	220.36	210.48
Actuarial gain / (loss) due to change in demographic assumptions	5.41	8.80
Return on plan assets greater (less) than discount rate	0.98	19.87
Total expenses routed through OCI	**267.26**	**261.92**

Particulars	As at 31st March 2025	As at 31st March 2024
Discount rate	6.70%	7.15%
Future salary increases	7.00%	7.00%
Employee turnover Age (years)		
21-30	13.00%	15.00%
31-40	22.00%	23.00%
41-50	14.00%	19.00%
51-59	37.00%	24.00%

Sensitivity analysis

A quantitative sensitivity analysis for significant assumption and its impact on projected benefit obligation are as follows:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Effect of + 0.5% change in rate of discounting	(2.43%)	(2.24)%
Effect of - 0.5% change in rate of discounting	2.54%	2.10%
Effect of + 0.5% change in rate of salary increase	2.19%	2.34%
Effect of - 0.5% change in rate of salary increase	(2.15%)	(2.06)%

The sensitivity results above determine their individual impact on defined benefit obligation.

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

The expected maturity analysis of undiscounted defined benefit obligation (funded and unfunded) is as follows:

Particulars	Within 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	above 5 years
As at 31st March 2025	294.04	288.68	281.28	263.07	226.74	1,381.65
As at 31st March 2024	233.14	216.94	207.33	194.37	175.44	937.18

Nature of Benefits:

The Company operates a defined benefit final salary gratuity plan which is open to new entrants. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The employees do not contribute towards this plan and the full cost of providing these benefits are met by the Company.

i. **Regulatory Framework:**

There are no minimum funding requirements for a gratuity plan in India. The trustees of the gratuity fund have a fiduciary responsibility to act according to the provisions of the trust deed and rules. Since the fund is income tax approved, the Company and the trustees have to ensure that they are at all times fully compliant with the relevant provisions of the Income Tax Act and Rules. Besides this if the Company is covered by the Payment of Gratuity Act, 1972 then the Company is bound to pay the statutory minimum gratuity as prescribed under this Act.

ii. **Governance of the Plan:**

The Company has setup an income tax approved irrevocable trust fund to finance the plan liability. The trustees of the trust fund are responsible for the overall governance of the plan.

iii. **Risk exposures:**

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Company is exposed to various risks in providing the above benefit which are as follows:

(a) Interest Rate risk: The plan exposes the Company to the rise of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

(b) Liquidity Risk: This is the risk that the Company is not able to meet the short-term Benefit payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

(c) Salary escalation Risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

(d) Demographic Risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

(e) Regulatory Risk: Benefit is paid in accordance with the Provisions of Gratuity Act 1972 (as may be amended from time to time). There is a risk of change in provisions of Gratuity Act requiring higher Plan Benefit pay outs (e.g. change in benefit formula).

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

(f) Asset Liability Mismatching or Market Risk: The duration of the liability is longer compared to duration of assets, exposing the Company to market risk for volatilities/fall in interest rate.

(g) Investment Risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

38 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following table sets out the computation of basic and diluted earnings per share:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Profit for the year	3,346.45	988.44
Profit attributable to equity share holders	3,346.45	988.44
Equity Shares outstanding as at the end of the year (in nos.)	**19,10,78,292**	**18,81,35,799**
Weighted average number of Equity Shares used as a denominator for calculating basic earnings per share	18,98,43,244	17,96,23,046
Add: Dilutive impact of employee stock options	75,07,226	1,19,07,834
Number of Equity Shares used as denominator for calculating diluted earnings per share	**19,73,50,469**	**19,15,30,880**
Earnings per share of par value ₹2 – Basic (₹)	1.76	0.55
Earnings per share of par value ₹2 – Diluted (₹)	1.70	0.52

39 Employee stock option plans (ESOP)

The Employee Option Plans are designed to provide incentives to employees to deliver long-term returns. Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

The Group has established Nine schemes i.e., Employee Stock Option Plan, MosChip Stock Option Plan 2005 (MI), MosChip Stock Option Plan 2005 (WOS), MosChip Stock Option Plan 2008, MosChip Stock Option Plan 2008(ALR), MosChip Stock Option Plan 2008(Director), MosChip Stock Option Plan 2018, MosChip Stock Option Plan 2022 and MosChip Stock Option Plan 2024 with 600,000 equity shares, 500,000 equity shares, 500,000 equity shares, 3,000,000 equity shares, 1,000,000 equity shares, 1,000,000 equity shares 10,000,000 equity shares, 10,000,000 equity shares, 15,000,000 equity shares respectively.

Once vested, the options remain exercisable for a period of three / four years. When exercisable, each option is convertible into one equity share. The exercise price of the options is based on the previous day closing rate on which options are granted which the Group shares are traded on the stock exchange during the previous day.

Set out below is a summary of options granted under the plan:

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Out of above plans the Group has granted options during the year ended 31st March 2025 in MosChip Stock Option Plan 2018, Moschip Stock Option Plan 2022 & MosChip Stock Option Plan 2024 .

For year ended 31st March 2025

Particulars	Options outstanding at the beginning of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the period	Options outstanding at the end of the year
MosChip Stock Option Plan 2008	4,69,264	-	1,72,500	2,23,543	-	73,221
Moschip Stock Option Plan 2005 (MI)	-	-	-	-	-	-
Moschip Stock Option Plan 2005 (WOS)	2,63,070	-	-	49,714	-	2,13,356
Moschip Stock Option Plan 2008 (ALR)	2,60,126	-	-	64,585	-	1,95,541
Moschip Stock Option Plan 2008 (Director)	-	-	-	-	-	-
MosChip Stock Option Plan 2018	41,72,465	11,15,000	3,57,992	13,52,367	-	35,77,106
MosChip Stock Option Plan 2022	82,15,630	15,25,960	11,20,614	12,52,284	-	73,68,692
MosChip Stock Option Plan 2024	-	43,49,000	8,100	-	-	43,40,900

Out of above plans the Group has granted options during the year ended 31st March 2024 in Moschip Stock Option Plan 2022.

For year ended 31st March 2024

Particulars	Options outstanding at the beginning of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the period	Options outstanding at the end of the year
MosChip Stock Option Plan 2008	8,49,467	-	39,250	3,40,953	-	4,69,264
Moschip Stock Option Plan 2005 (MI)	99,953	-	-	99,953	-	-
Moschip Stock Option Plan 2005 (WOS)	3,05,570	-	-	42,500	-	2,63,070
Moschip Stock Option Plan 2008 (ALR)	3,68,461	-	3,000	1,05,335	-	2,60,126
Moschip Stock Option Plan 2008 (Director)	10,00,000	-	-	10,00,000	-	-
MosChip Stock Option Plan 2018	74,05,177	-	3,85,691	28,47,021	-	41,72,465
MosChip Stock Option Plan 2022	64,21,672	28,13,700	6,14,973	4,04,769	-	82,15,630

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

During the year a reserve of ₹1,782.23 Lakhs (31st March 2024 : ₹1,402.91 Lakhs) was made towards outstanding of ESOP's and Share based payment expenses for the year ended 31st March 2025 of ₹1,710.81 lakhs (31st March 2024 ₹1,402.91 lakhs).

The weighted average grant date fair value of the options grated during the years ended 31st March 2025 and 31st March 2024 was ₹192.70 and ₹94.59 per option respectively.

The weighted average share price at the date of exercise of options exercised during the years ended 31st March 2025 was ₹196.61 (31st March 2024 – ₹82.48) per share, respectively.

The aggregate intrinsic value of options exercised during the years ended 31st March 2025 and 31st March 2024 was ₹163.87 and ₹61.58, respectively

Share options outstanding at the end of the year have the following expiry date and exercise prices as on 31st March 2025

Grant date	Vesting period	Excise price	Share options	Weighted average remining useful life (months)
26-Oct-18	4 Years	18.00	20,000	-
20-Jul-20	3 Years	16.00	3,34,345	-
25-Jan-21	4 Years	16.00	1,00,000	-
27-Apr-21	4 Years	18.00	31,250	1
20-Jul-21	4 Years	24.00	5,07,733	3
20-Oct-21	4 Years	31.28	57,500	6
17-Jan-22	4 Years	40.00	6,56,750	9
28-Apr-22	4 Years	40.00	29,630	12
14-Jul-22	4 Years	40.00	2,99,105	16
25-Oct-22	4 Years	40.00	42,57,918	19
25-Jan-23	4 Years	40.00	3,51,175	22
25-May-23	4 Years	50.00	3,09,650	25
17-Jul-23	4 Years	50.00	30,000	27
04-Nov-23	4 Years	50.00	20,82,000	31
06-May-24	4 Years	96.00	21,80,400	37
24-Oct-24	4 Years	96.00	1,80,460	43
30-Jan-25	4 Years	96.00	43,40,900	46

Share options outstanding at the end of the year have the following expiry date and exercise prices as on 31st March 2024

Grant date	Vesting period	Excise price	Share options	Weighted average remining useful life (months)
26-Oct-18	4 Years	18.00	74,500	-
20-Jul-20	3 Years	16.00	8,96,388	-
25-Jan-21	4 Years	16.00	2,00,000	10
27-Apr-21	4 Years	18.00	75,000	13
20-Jul-21	4 Years	24.00	9,85,375	16
20-Oct-21	4 Years	31.28	82,750	18

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Grant date	Vesting period	Excise price	Share options	Weighted average remining useful life (months)
17-Jan-22	4 Years	40.00	10,80,000	22
28-Apr-22	4 Years	40.00	2,11,050	25
14-Jul-22	4 Years	40.00	3,78,290	28
25-Oct-22	4 Years	40.00	61,14,940	31
25-Jan-23	4 Years	40.00	5,23,062	34
25-May-23	4 Years	50.00	3,46,200	38
17-Jul-23	4 Years	50.00	30,000	39
04-Nov-23	4 Years	50.00	23,83,000	43

Valuation of stock options:

The fair value of services received in return for stock options granted to employees is measured by reference to the fair value of stock options granted. The fair value of stock options granted under various schemes have been measured using the Black-Scholes-Merton model at the date of the grant.

The Black-Scholes-Merton model includes assumptions regarding dividend yields, expected volatility, expected terms and risk free interest rates. In respect of par value options granted, the expected term of an option (or "option life") is estimated based on the vesting term and contractual term, as well as the expected exercise behaviour of the employees receiving the option. In respect of fair market value options granted, the option life is estimated based on the simplified method. Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares. Dividend yield of the options is based on recent dividend activity. Risk-free interest rates are based on the government securities yield in effect at the time of the grant. These assumptions reflect management's best estimates, but these assumptions involve inherent market uncertainties based on market conditions generally outside of the Company's control. As a result, if other assumptions had been used in the current period, stock-based compensation expense could have been materially impacted. Further, if management uses different assumptions in future periods, stock-based compensation expense could be materially impacted in future years.

The estimated fair value of stock options is recognised in the statement of profit and loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in-substance, multiple awards.

The model inputs for options granted during the year ended 31st March 2025 included:

Grant date	Vesting period	Expiry Date	Excise Price	Share Price at Grant date	Expected price volatility of the company's shares	Expected dividend yield	Risk free interest rate
26-Oct-18	4 Years	25-Oct-25	18.00	23.50	53%	-	8.04%
20-Jul-20	3 Years	19-Jul-26	16.00	14.80	55%	-	4.55%
25-Jan-21	4 Years	24-Jan-28	16.00	15.00	61%	-	4.58%
27-Apr-21	4 Years	26-Apr-28	18.00	30.85	60%	-	4.58%
20-Jul-21	4 Years	19-Jul-28	24.00	44.96	68%	-	4.58%
20-Oct-21	4 Years	19-Oct-28	31.28	47.55	66%	-	4.58%
17-Jan-22	4 Years	16-Jan-29	40.00	81.05	68%	-	5.21%
28-Apr-22	4 Years	27-Apr-29	40.00	62.60	66%	-	5.31%
14-Jul-22	4 Years	13-Jul-29	40.00	54.35	67%	-	5.37%
25-Oct-22	4 Years	24-Oct-29	40.00	67.50	58%	-	7.13%
25-Jan-23	4 Years	24-Jan-30	40.00	66.33	55%	-	7.06%
25-May-23	4 Years	24-May-30	50.00	61.04	51%	-	7.00%
17-Jul-23	4 Years	16-Jul-30	50.00	106.44	53%	-	7.00%
04-Nov-23	4 Years	03-Nov-30	50.00	84.31	50%	-	7.23%
06-May-24	4 Years	05-May-31	96.00	143.15	52%	-	7.11%
24-Oct-24	4 Years	23-Oct-31	96.00	215.40	56%	-	6.80%
30-Jan-25	4 Years	29-Jan-32	96.00	181.90	56%	-	6.85%

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

The model inputs for options granted during the year ended 31st March 2024 included:

Grant date	Vesting period	Expiry date	Excise price	Share price at grant date	Expected price volatility of the company's shares	Expected dividend yield	Risk free interest rate
26-Oct-18	4 Years	25-Oct-25	18.00	23.50	53%	-	8.04%
20-Jul-20	3 Years	19-Jul-26	16.00	14.80	55%	-	4.55%
25-Jan-21	4 Years	24-Jan-28	16.00	15.00	61%	-	4.58%
27-Apr-21	4 Years	26-Apr-28	18.00	30.85	60%	-	4.58%
20-Jul-21	4 Years	19-Jul-28	24.00	44.96	68%	-	4.58%
20-Oct-21	4 Years	19-Oct-28	31.28	47.55	66%	-	4.58%
17-Jan-22	4 Years	16-Jan-29	40.00	81.05	68%	-	5.21%
28-Apr-22	4 Years	27-Apr-29	40.00	62.60	66%	-	5.31%
14-Jul-22	4 Years	13-Jul-29	40.00	54.35	67%	-	5.37%
25-Oct-22	4 Years	24-Oct-29	40.00	67.50	58%	-	7.13%
25-Jan-23	4 Years	24-Jan-30	40.00	66.33	55%	-	7.06%
25-May-23	4 Years	24-May-30	50.00	61.04	51%	-	7.00%
17-Jul-23	4 Years	16-Jul-30	50.00	106.44	53%	-	7.00%
04-Nov-23	4 Years	03-Nov-30	50.00	84.31	50%	-	7.23%

As of 31st March 2025 and 31st March 2024, there was ₹5,382.93 lakhs and ₹2,014.12 lakhs respectively of total unrecognised compensation cost related to unvested stock options this cost is expected to be recognised over a weighted average period of 29.35 months and 28.70 months, respectively.

40 Financial risk management framework

The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions.

(a) Financial instruments by category

The carrying value and fair value of financial instruments by categories is as follows:

Notes forming part of the Consolidated Financial Statements
(All amounts in ₹ lakhs, unless otherwise stated)

As at March 31, 2025

Particulars	Fair value through profit or loss	Fair value through other comprehensive income	At Cost	Amortised cost	Total carrying value *
Financial asset					
Trade receivables	-	-	-	8,842.54	8,842.54
Other financial assets	-	-	-	612.01	612.01
Cash and cash equivalents	-	-	-	3,422.96	3,422.96
Other bank balances	-	-	-	2,044.21	2,044.21
Other financial assets	-	-	-	779.71	779.71
Total	**-**	**-**	**-**	**15,701.43**	**15,701.43**
Financial liabilities					
Lease liabilities	-	-	-	2,116.63	2,116.63
Trade payables	-	-	-	2,701.31	2,701.31
Total	**-**	**-**	**-**	**4,817.94**	**4,817.94**

As at March 31, 2024

Particulars	Fair value through profit or loss	Fair value through other comprehensive income	At Cost	Amortised cost	Total carrying value *
Financial asset					
Trade receivables	-	-	-	9,147.27	9,147.27
Other financial assets	-	-	-	363.57	363.57
Cash and cash equivalents	-	-	-	335.31	335.31
Other bank balances	-	-	-	1,915.86	1,915.86
Other financial assets	-	-	-	796.35	796.35
Total	**-**	**-**	**-**	**12,558.36**	**12,558.36**
Financial liabilities					
Borrowings	-	-	-	4,509.41	4,509.41
Lease liabilities	-	-	-	2,439.62	2,439.62
Trade payables	-	-	-	1,493.25	1,493.25
Other financial liabilities	-	-	-	43.59	43.59
Total	**-**	**-**	**-**	**8,485.87**	**8,485.87**

*The fair value of cash and cash equivalents, other balances with bank, trade receivables, unbilled receivables, loans, trade payables, borrowing and certain other financial assets and liabilities approximate their carrying amount largely due to the short term nature of these instruments.

(b) Financial risk management objectives and policies

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

Notes forming part of the Consolidated Financial Statements
(All amounts in ₹ lakhs, unless otherwise stated)

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at March 31, 2025 and March 31, 2024. The sensitivity analyses have been prepared on the basis that the amount of net debt and the interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2025 and March 31, 2024.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group exposure to the risk of changes in market interest rates relates primarily to the Group debt obligations with interest rates.

Interest rate sensitivity

If interest rates had been 1.00 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended 31st March 2025 would decrease/(increase) by ₹Nil (31st March 2024: decrease/increase by ₹37.09 lakhs). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risk. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Credit risk on cash and cash equivalents is limited as the Group generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹15,701.43 lakhs and ₹12,558.36 lakhs as of 31st March 2025 and 31st March 2024 respectively, being the total of the carrying amount of trade receivables, investments, cash and cash equivalents, other balance with banks and other financial assets.

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Group assesses at each Balance Sheet date whether a financial asset or a group of financial assets is impaired.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information.

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

The expected credit loss allowance is based on the ageing of receivables and the rates in the provision matrix. Movement in the expected credit loss allowance is as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	**812.71**	**689.37**
Add: Provision created during the year	64.11	121.68
Reversed/utilised during the year	-	-
Translation Adjustment	3.73	1.66
Balance at the end of the year	**880.55**	**812.71**

Concentration risk

Credit risk on cash and cash equivalent is limited as the Group generally transacts with banks with high credit ratings assigned by credit rating agencies.

Trade receivable - The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. Exposure to customers is diversified and there is single customer contributing more than 10% of outstanding trade receivables and unbilled revenues.

Liquidity risk

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following are the details of contractual maturities of significant financial liabilities

As at 31st March 2025

Particulars	Less than 1 year	1-3 years	3 to 5 years	> 5 years	Total
Borrowings	-	-	-	-	-
Lease liabilities	1,190.34	926.29	-	-	2,116.63
Trade payables	1,883.33	817.98	-	-	2,701.31
Total	**3,073.67**	**1,744.27**	**-**	**-**	**4,817.94**

As at 31st March 2024

Particulars	Less than 1 year	1-3 years	3 to 5 years	> 5 years	Total
Borrowings	3,755.12	742.27	12.02	-	4,509.41
Lease liabilities	1,124.95	1,189.92	124.75	-	2,439.62
Trade payables	1,493.25	-	-	-	1,493.25
Other financial liabilities	43.59	-	-	-	43.59
Total	**6,416.91**	**1,932.19**	**136.77**	**-**	**8,485.87**

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

41 Capital management

The Group's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital on the basis of return on capital employed as well as the debt to total equity ratio.

For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprise of issued share capital and all other equity reserves.

The capital structure as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
Total equity attributable to the equity shareholders	32,807.72	26,942.92
As a percentage of total capital	100%	86%
Borrowings	-	4,509.41
As a percentage of total capital	0%	14%
Total capital (equity and borrowings)	**32,807.72**	**31,452.33**

42 Goodwill

Goodwill arising upon business combinations is not amortised but tested for impairment periodically, if there are any impairments indications.

Particulars	As at 31st March 2025	As at 31st March 2024
Gross carrying value		
Opening balance	19,520.06	6,889.80
Goodwill arising on Business combination	-	12,710.26
Adjustments on account of business combination	-	(80.00)
Closing balance	**19,520.06**	**19,520.06**

For the purpose of impairment testing, goodwill is allocated to a cash generating unit, representing the lowest level within the Group at which goodwill is monitored for internal management purposes and which is not higher than the Group's operating segment.

The recoverable amounts of the above cash generating units have been assessed using a value-in-use model. Value-in-use is generally calculated as the net present value of the projected cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially, a discount rate is applied to calculate the net present value of the cash flows. Key assumptions upon which the Group has based its determinations of value-in-use include:

a) The values assigned to the assumption reflect past experience and are consistent with the management's plans for focusing operations in these markets. The management believe that the planned market share growth per year for the next five years is reasonably achievable.

b) Average gross margins achieved in the period immediately before the budget margin period, increased for expected efficiency improvements. This reflects past experience, except for efficiency improvements.

c) A terminal value arrived at by extrapolating the last forecasted year cash flows to perpetuity, using a constant long-term growth rate. This long-term growth rate takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.

d) The after tax discount rates used are based on the Group's weighted average cost of capital.

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

e) The after tax discount rates used

The Group believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

43 Taxes

As per Ind AS 12 Income tax - A deferred tax asset shall be recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

Deferred tax asset (Net)

Particulars	As at 31st March 2024	Business combination	Change / (benefit) for the year	As at 31st March 2025
Deferred tax Asset				
Difference between Book balance and Tax balance of PPE	7.38	-	-	7.38
Expenses allowable for tax purposes on payment basis	64.91	-	-	64.91
Total	**72.29**	**-**	**-**	**72.29**

The Company has decided to opt for taxation under Section 115BAA of the Income Tax Act, 1961 (""Act""), which provides for a concessional tax rate of 22% (plus applicable surcharge and cess), subject to the condition that the Company foregoes specified exemptions and deductions. As per Section 115JB(5A), the provisions of Minimum Alternate Tax (MAT) under Section 115JB shall not apply to a company that exercises the option under Section 115BAA. Accordingly, the Company has decided to opt for Section 115BAA, hence current tax (MAT) is not applicable for the current financial year.

The Parent Company has carried forward unabsorbed depreciation amounting to ₹4,991.32 lakhs (as at 31st March 24: ₹5,343,54 lakhs) under the Income-tax Act, 1961, for which there is no expiry date for tax utilisation. Further, the Parent Company also has carried forward losses aggregating to ₹1,386.14 lakhs (as at 31st March 2024 : ₹4,267.49 lakhs) under the Income tax Act, 1961 which gets expired within 8 years at the respective years, The carried forward losses will get expired mainly during the years 2030 to 2031.

Accordingly, deferred tax asset has not been recognised in respect of unabsorbed losses as they may not be used to offset taxable profits in, and there are no other tax planning opportunities or other evidence of recoverability in the near future.

44 Other Income

Pursuant to an arbitration award received during the year in favour of the Company, a compensation amounting to ₹1 crore was received, pertaining to the business operations of the Company. As the amount is not considered material, it has been included under “Other Income.”

45 Additional regulatory information

a. Details of benami property held

The Group does not hold any benami property as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

b. Relationship with struck off Companies

The Group doesn’t have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

c. Revaluation of property, plant and equipment, intangible assets and investment property

The Group has not done revaluation of property, plant and equipment / intangible assets/ investment property.

d. The Company has not been declared as willful defaulter by any bank or financial institution or RBI or other lenders.

e. Undisclosed income

The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

f. Details of crypto currency or virtual currency

The Group has not traded or invested in crypto currency or virtual currency during the financial year. T h e Company Has Not Traded Or Invested In Crypto Currency Or Virtual Currency During The Financial Year.

g. Registration of charges or satisfaction with registrar of companies

The Group does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

h. Compliance with number of layers of companies

The Group is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017

i. The Group has borrowings from Banks or Financial Institutions on the basis of security current assets. Monthly returns or Statement of the current assets filed by the Company with Banks or Financial institutions are agreement with the Books of Accounts.

j. There is Schemes of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the companies Act, 2013 refer note 45

k. Intangible assets under development

Intangible assets under development mainly includes IP development of a Smart energy meter under the Vidyut project.

Intangible assets under development aging schedule

Particulars	As at 31st March 2025	As at 31st March 2024
Projects in progress		
< 1 year	1,284.39	904.60
1-2 years	904.60	-
2-3 years	-	-
> 3 years	-	-
Total	**2,188.99**	**904.60**

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

46 No funds have been advanced / loaned / invested (from borrowed funds or from share premium or from any other sources / kind of funds) by the Group to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Group from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Group shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

47 Events occurring after balance sheet

a On 4th April 2025, the existing Softnautics LLP is converted into a private limited company viz, Softnautics Private Limited

b On 8th April 2025, The Board of Directors has approved the Scheme of Amalgamation of Wholly Owned Subsidiaries i.e Softnautics Inc (USA) and Softnautics Private Limited (Formerly known as "Softnautics LLP") with MosChip Technologies Limited with an appointed date as 1st April 2025. This Scheme is pending before NCLT for approval and has no bearing on the financial statement for the period.

c MosChip Institute of Silicon Systems Pvt.Ltd (100% Subsidiary of the Company) name was changed to "Moschip Academy Of Silicon Systems & Technologies Private Limited" w.e.f 6th May 2025.

d The Consolidated Financial Statements for the year ended March 31, 2025 were approved by the Board of Directors and authorised for issue on 21st May 2025.

48 Disclosure of additional information in Consolidated Financial Statements as required in para II in general instructions as part III of division II to Schedule III to the Companies Act, 2013 refer **Annexure A**.

49 The following are analytical ratios for the year ended 31st March 2025 and 31st March 2024

Sl. No.	Particulars	Numerator	Denominator	Year ended 31st March 2025	Year ended 31st March 2024	Variance	Remarks
a	Current ratio; (no. of times)	Current assets	Current liabilities	2.38	1.71	39%	Note i
b	Debt – Equity Ratio (no. of times)	Total Debt (represents lease liabilities) (1)	Shareholder's Equity	0.06	0.26	-75%	Note i
c	Debt service coverage ratio; (no. of times)	Earnings available for debt service (2)	Debt Service (3)	4.26	1.02	319%	Note ii
d	Return on Equity (ROE)	Net Profits after taxes	Average Shareholder's Equity	11.20%	5.17%	117%	Note ii
e	Trade receivables turnover ratio	Revenue	Average Trade Receivable	5.19	3.54	46%	
f	Trade payables turnover ratio	Purchases of services and other expenses	Average Trade Payables	9.93	4.23	135%	Note iii
g	Net capital turnover ratio	Revenue	Working Capital	4.33	5.33	-19%	
h	Net profit ratio	Net Profit	Revenue	7.17%	3.36%	113%	Note iv
i	Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed (4)	11.78%	5.12%	130%	Note iv
j	Return on Investment(ROI) (5)	Income generated from investments	Time weighted average investments	NA	NA	NA	

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

[1] Total Debts = Borrowings + Leased Liabilities

[2] Earnings available for Debts Service = Net Profit after taxes + Non-cash operating expenses + Interest - Non-cash operating incomes

[3] Debt Services = Borrowings + Leased Liabilities

[4] Capital Employed = Equity share capital + Other equity + Borrowings & Lease liabilities

[5] Return on investments of the company "Not Applicable" as the company doesn't have traded investments

Notes

i. Current ratio and Debt-Equity ratio are improved as there is no debt outstanding and unutilised working capital limits.

ii. Increased due to over all group profit increased significantly.

iii. Increase is due to increase in cost of materials consumed & cost of other operating expenses

50 Figures have been rounded off to nearest lakhs and previous year figures have been regrouped wherever necessary, to correspond with the current period classification / disclosure.

As per our report of even date attached
For ST Mohite & Co
Chartered Accountants
ICAI Firm Registration No: 011410S

Hima Bindu Sagala
Partner
M No. 231056
UDIN : 25231056BMOVZI7669

Place: Hyderabad
Date: 21st May 2025

For and on behalf of the Board of Directors
MosChip Technologies Limited

Srinivasa Rao Kakumanu
Managing Director & CEO
DIN : 06726305

Damodar Rao Gummadapu
Director
DIN : 07027779

Jayaram Susarla
Chief Financial Officer

Suresh Bachalakura
Company Secretary
M. No: ACS 39381

Place: Hyderabad
Date: 21st May 2025

Notes forming part of the Consolidated Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Annexure A

Disclosure of additional information in Consolidated Financial Statements as required in para II in general instructions as part III of division II to Schedule III to the Companies Act,2013

As at and for the year ended 31st March 2025

Particulars	Net Assets*		Share in profit or loss		Share in other comprehensive Income		Share in Total comprehensive Income	
	As % of consolidated Net Assets	Amount	As % of consolidated Profit or Loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated Total comprehensive income	Amount
Parent Company								
MosChip Technologies Limited	100.03%	32,817.48	87.31%	2,921.79	101.45%	243.90	86.22%	2,677.89
Subsidiaries								
Indian								
MosChip Institute of Silicon Systems Private Limited	0.26%	86.21	1.26%	42.13	-	-	1.36%	42.13
Foreign								
MosChip Technologies, USA	6.10%	2,001.59	24.94%	834.53	(16.45%)	(39.55)	28.14%	874.08
MosChip Technologies, WLL	-	-	-	-	-		-	-
Softnautics Inc, USA	0.62%	201.84	(9.12%)	(305.08)	15.00%	36.06	(10.98%)	(341.14)
Adjustment arising out of consolidation	(7.01%)	(2,299.40)	(4.39%)	(146.92)	-	-	(4.73%)	(146.92)
Total	**100%**	**32,807.72**	**100%**	**3,346.45**	**100%**	**240.41**	**100%**	**3,106.04**

As at and for the year ended 31st March 2024

Particulars	Net Assets*		Share in profit or loss		Share in other comprehensive Income		Share in Total comprehensive Income	
	As % of consolidated Net Assets	Amount	As % of consolidated Profit or Loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated Total comprehensive income	Amount
Parent Company								
MosChip Technologies Limited	101.63%	27,381.36	62.92%	621.90	88.27%	229.69	53.86%	392.21
Subsidiaries								
Indian								
MosChip Institute of Silicon Systems Private Limited	(1.21%)	(324.86)	(15.32%)	(151.42)	0.00%	-	(20.79%)	(151.42)
Foreign								
MosChip Technologies, USA	4.18%	1,127.55	62.47%	617.43	(4.35%)	(11.31)	86.34%	628.74
MosChip Technologies, WLL	0.00%	0.36	-	-	-	-	-	-
Softnautics Inc, USA	0.39%	104.52	23.34%	230.66	16.08%	41.84	25.93%	188.82
Adjustment arising out of consolidation	(5.00%)	(1,346.01)	(33.40%)	(330.13)	0.00%	-	(45.33%)	(330.13)
Total	**100%**	**26,942.92**	**100%**	**988.44**	**100%**	**260.22**	**100%**	**728.22**

*net assets = total assets - total liabilities.

Independent Auditor's Report

To The Members of MosChip Technologies Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of MosChip Technologies Limited ('the Company'), which comprise the Standalone Balance Sheet as at 31st March 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year then ended, and notes forming part of Standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as 'the Standalone Financials Statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025 and total comprehensive income (comprising profit and other comprehensive income), statement of changes in equity and its cash flows for the year then ended.

Basis for opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Key audit matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key Audit Matter	How our audit addressed the key audit matter
1. Revenue Recognition The application of the revenue recognition standard, Ind AS 115 – "Revenue from contracts with customers" involves certain key judgements and principles for evaluating various distinctive terms/matters. Revenue where the performance obligation is satisfied over time has been recognised using the percentage of completion method. Identification of performance obligations involves high degree of judgement and assessment of contractual terms.	Our audit procedures include the following: • We tested the design and operating effectiveness of management's key internal controls over revenue recognition. • Tested relevant information technology systems' controls relating to contracts and related information used in recording and disclosing revenue.

Key Audit Matter	How our audit addressed the key audit matter
Use of the percentage-of-completion method requires the Company to determine the actual efforts or costs expended to date as a proportion of the estimated total efforts or costs to be incurred which involves significant judgement throughout the period of the contract and is subject to revision as the contract progresses is based on the latest available information. As the revenue recognition involves significant estimates and judgments and is material to the Standalone Financial Statements, we regard this as a key audit matter Refer Note 2.10 and 24 to the Standalone Financial Statements	• Substantive testing of sample revenue contracts and performed the following procedures to assess management analysis of compliance with Ind AS 115: - Read, analyzed and identified the distinct performance obligations in these contracts. - Compared these performance obligations with that identified and recorded by the Company. - Considered the terms of the contracts and assessed the transaction price including any variable consideration to test revenue. • Test checked sample contracts / transactions in respect of: - Revenue recorded for time and material contracts were tested using a combination of internally approved time sheets including customer acceptances and invoices. - Revenue recorded for fixed price contracts is based on progress towards completion of performance obligation which was verified based on actual cost relative to estimated cost from management analysis and systems or external evidence of progress. Also, reviewed cost incurred with estimated cost to identify significant variations and reasons and to verify whether those variations have been considered in estimating the remaining cost to complete the contract. • Test checked manual journals posted to revenue to identify any unusual items and sought explanations from Management. • We assessed the adequacy of relevant disclosures made within the standalone financial statements.
2. Goodwill on business acquisitions: As detailed in the Note 41 to the Financial Statements the company carries a Goodwill of ₹5,511 lakhs as at 31st March 2025. This Goodwill was recognised on acquisitions over a period, in terms of Ind AS 103 Business Combinations. The Carrying values of the Goodwill are based on the present value of future cash inflows and there exists a risk of impairment if cash flows are not in line with projections. As per Ind AS 36, 'Impairment of Assets', the goodwill acquired in business combination shall be tested annually for impairment. For the purpose of impairment testing, goodwill acquired in a business combination shall, from the acquisition date, be allocated to each of the acquirer's cash-generating units (CGU) or groups of cash-generating units, that is expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units or groups of units. Valuation of goodwill subject to management assessment of recoverable amount being higher of (i) fair value less costs to sell and (ii) value in use, involving significant judgement and are based on number of variables and estimates including projection of future sales, operating costs and profit margins; appropriate discount rate and terminal value growth rate; and probability of success in applying discounted cashflow valuation methodology. The assessment of impairment involves significant degree of management judgements and estimates. The management has concluded that the recoverable amount of CGU is higher than its carrying amount and accordingly, no impairment provisions has been recorded as at 31st March 2025. Accordingly, we determined impairment of such goodwill arising from business combination as Key Audit Matter for the current year audit.	We carried out the following audit procedures: • Evaluated the design and tested the operating effectiveness of the Company's controls in assessing the recoverable value of goodwill. • Assessed the Company's methodology applied in determining the CGUs to which these assets are allocated. • Tested the estimated recoverable value of these assets and assessed the methodologies used by management in deriving the recoverable value and tested the significant assumptions and the underlying data used by the Company in its analysis. • Where management has used services of an independent valuer, evaluated the independent valuer's competence, capabilities and objectivity, and assessing the valuation methodology used by the independent valuer to estimate the fair value of investments. • Compared the significant assumptions to current industry, market and economic trends and related Company's historical data. • Performed sensitivity analysis of the significant assumptions to evaluate the potential change in the recoverable values of these assets resulting from hypothetical changes in underlying assumptions. • Assessed and validated the adequacy and appropriateness of the disclosures made by the management in the Financial Statements.

Other Information

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report, Management Discussion and Analysis, Business Responsibility and sustainability Report, Corporate Governance,Shareholder's information and including Annexures to Board's Report but does not include the Standalone financial statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the additional information, as mentioned above, that would be included in the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions as applicable under the relevant laws and regulations.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act and other accounting principle generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the company are responsible for overseeing the Company's financial reporting process

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in **'Annexure-A'** a statement on the matters specified in paragraphs 3 and 4 of the Order.

2) As required by Section 143(3) of the Act, based on our audit we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 as amended.

   c. The standalone balance sheet, the statement of profit and loss including other comprehensive income, the statement of changes in equity and the statement of cash flows dealt with by this report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 (as amended)

   e. On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the maintenance of accounts and other matters connected therewith, reference is made to other remarks paragraph 2(b) above on reporting under section 143(3)(b) and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

   g. With respect to the adequacy of the internal financial controls over with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **'Annexure-B'**.

   h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements. Refer Note. 32 to the Standalone Financial Statements.

      ii. The Company didn't have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There are no amounts required to be transferred to the Investor Education and Protection Fund (IEPF) by the Company as no dividends are declared by the Company. Hence there are no delays in transfer of amounts to IEPF.

      iv. a. The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      b. The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

      v. No dividend is declared or paid during the year by the Company and accordingly, compliance with section 123 of the Act is not applicable to the Company.

      vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail, has been preserved by the Company as per the statutory requirements for record retention.

For S T Mohite & Co.,
Chartered Accountants
ICAI Firm Registration No.: 011410S

Place: Hyderabad
Date: 21st May 2025

Hima Bindu Sagala
Partner
M. No. 231056
UDIN: 25231056BMOVZH7304

Annexure 'A'

to the Independent Auditors' Report

(Referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of MosChip Technologies Limited on the standalone financial statements as of and for the year ended March 31, 2025)

In terms of the information and explanations sought by us and furnished by the Company, and the books of account and records examined by us during the course of our audit, and to the best of our knowledge and belief, we report that:

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. a. In respect of the Company's property, plant and equipment, right-of-use assets and intangible assets:

A. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

B. The Company has maintained proper records showing full particulars of intangible assets.

b. The Company has a regular program of physical verification of its Property, Plant and Equipment, and right-of-use assets so to cover all the assets are verified on annual basis, in our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, all property, plant and equipment were physically verified during the year. According to the information and explanation given to us, and based our examination of records, no material discrepancies were noticed on such verification.

c. The Company is not holding any immovable properties other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee. Accordingly clause 3(i)(c) of the Order is not applicable to the Company for the year under review.

d. According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

e. No proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in the standalone financial statements does not arise.

ii. a. The Company holds inventories and as per annual verification policy, the inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The Company has maintained proper records of inventories. There were no material discrepancies noticed on verification between the physical stock and the book records.

b. According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of ₹5 crores, in aggregate, during the year, from banks on the basis of security of current assets. In our opinion, the monthly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

Also refer Note 44 (j) additional regulatory information to financial statements.

iii. a. The Company has, during the year granted some loans and made investments in a subsidiary by conversion of loan in to equity. The aggregate amount granted during the year and balances outstanding at the balance sheet date with respect to such loan to subsidiaries and to parties other than subsidiaries, Joint ventures and associates are as per the details given below:

Particulars	₹in Lakhs
Aggregate amount granted during the year.	
-Subsidiaries	35.06
-Others	-
Balance outstanding as at balance sheet date in respect of above cases:	
-Subsidiaries	-
-Others	-

The Company has not provided any corporate guarantee or offered security during the year.

b. In our opinion, the investments made and the terms and conditions for the grant of loans, during the year are, not prejudicial to the Company's interest based on the information and explanation provided by the Company.

c. In respect of loan granted by the Company, the schedule of repayment of principal is not stipulated but the payment of interest has been stipulated. However, Principal loan amount including interest portion is converted in to equity during the year.

d. In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date for more than 90 days.

e. No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

f. The details of loan granted, either repayable on demand or without specifying any terms of repayment, are given below:

Particulars	All Parties ₹	Promoters ₹	Related Parties ₹
Repayable on demand	-	-	-
No items or repayments terms are specified	-	-	-
Total	**-**	**-**	**-**
Percentage of the total loans granted	-	-	-

iv. In our opinion and according to the information and explanation given to us, the Company has complied the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made as applicable.

v. The Company has not accepted any deposits or amounts during the year as per provisions of Section 73 to 76 of the Act and relevant Rules framed thereunder. Accordingly, the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

vii. In respect of statutory dues:

a. According to the information and explanation given to us by the Company and records of the Company examined by us, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March 2025 for a period of more than six months from the date they became payable.

b. Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March 2025 on account of disputes are given below:

Nature of Statue	Nature of dues	Forum where the dispute is pending	Period to which the amount relates	Amount ₹in lakhs
The Income Tax Act, 1961	Income Tax	Commissioner of Income-tax (Appeals)	AY 2019-20	1,057.93

viii. There were no transactions relating to previously unrecorded that have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (43 of 1961).

ix. a. According to the information and explanation given to us by the company and records examined by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year. Accordingly, Clause 3(ix) of the Order is not applicable.

b. The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.

c. The Company has not obtained any term loan during the year. Hence reporting on end-use is not applicable. Accordingly reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

d. According to the information and explanation given to us by the Company and based on the procedures performed by us and on overall examination of Standalone Financial Statements of the Company, we report that no funds raised on short-term basis have been used for long-term purpose of the Company.

e. According to the information and explanation given to us by the Company and on overall examination of Standalone Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associate or Joint ventures.

f. According to the information and explanation given to us by the Company and based on the procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. a. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

b. During the year, the Company has made allotment of 29,42,493 equity shares to employees as part of ESOP Scheme, and the Company has complied with requirements of section 62 of the Companies Act, 2013 and the funds have been used for the purpose for which they were raised.

xi. a. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

b. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

c. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the company has not received any whistle blower complaints during the year. Accordingly, Clause 3(xi)(c) of the Order is not applicable.

xii. The Company is not a Nidhi Company as prescribed under Section 406 of the Act and Accordingly, clause 3(xii) of the Order is not applicable.

xiii. In our opinion, and according to the information given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. a. In our opinion and according to the information given to us, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b. The reports of the Internal Auditor for the period under audit have been considered by us. “

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) & (b) of the Order is not applicable.

b. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(c) & (d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year. Accordingly reporting under clause 3(xviii) is not applicable to the Company.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. a. According to the information and explanation given to us by the Company and on verification of records, there is no requirement for transfer of any unspent balance in respect of other than ongoing project to a special account within a period of six months of expiry of financial year as per section 135(5) of the said Act. Accordingly, reporting under clause 3(xx) (a) of the Order is not applicable for this year.

b. According to the information and explanation given to us by the Company and on verification of records, there is no requirement of transfer of unspent amount pursuant to any ongoing project to a special account in compliance of the provisions of section 135(5) of the Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year under review.

xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For S T Mohite & Co.,
Chartered Accountants
ICAI Firm Registration No.: 011410S

Place: Hyderabad
Date: 21st May 2025

Hima Bindu Sagala
Partner
M. No. 231056
UDIN: 25231056BMOVZH7304

Annexure 'B'

to the Independent Auditors' Report

(Referred to in paragraph 2 (g) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of MosChip Technologies Limited of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of MosChip Technologies Limited ('the Company') as of 31st March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the Orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls over to financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31st March 2025, based on the internal financial control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S T Mohite & Co.,
Chartered Accountants
ICAI Firm Registration No.: 011410S

Place: Hyderabad
Date: 21st May 2025

Hima Bindu Sagala
Partner
M. No. 231056
UDIN: 25231056BMOVZH7304

Standalone Balance Sheet

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	As at 31st March 2025	As at 31st March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3.1	420.24	446.00
Goodwill	41	5,511.00	5,511.00
Intangible assets	3.2	-	24.52
Intangible assets under development	3.3	2,188.99	904.60
Right-of-use assets	3.4	1,705.12	1,764.27
Financial assets			
Investments	4	16,312.09	15,945.34
Trade receivables	5	-	92.33
Others financial assets	6	530.85	256.34
Total non-current assets		**26,668.29**	**24,944.40**
Current assets			
Inventories	7	-	79.98
Financial assets			
Trade receivables	8	6,410.06	8,294.30
Cash and cash equivalents	9	2,725.61	11.29
Bank balances other than above	10	2,035.66	1,576.93
Others financial assets	11	779.71	796.33
Current tax assets (net)	12	312.36	346.55
Other current assets	13	4,130.33	599.31
Total current assets		**16,393.73**	**11,704.69**
Total assets		**43,062.02**	**36,649.09**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	3,817.62	3,758.77
Other equity	15	29,000.35	23,622.55
Total equity		**32,817.97**	**27,381.32**

Standalone Balance Sheet

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	As at 31st March 2025	As at 31st March 2024
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	16	-	754.29
Lease liabilities	3.4	926.29	1,136.19
Trade payables	17		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		817.98	-
Provisions	18	1,664.12	1,193.20
Total non-current liabilities		**3,408.39**	**3,083.68**
Current liabilities			
Financial liabilities			
Borrowings	19	-	3,310.54
Lease liabilities	3.4	961.30	833.25
Trade payables	20		
Total outstanding dues of micro and small enterprises		39.84	67.73
Total outstanding dues of creditors other than micro and small enterprises		1,351.09	827.60
Others financial liabilities	21	-	43.59
Other current liabilities	22	4,054.90	749.18
Provisions	23	428.53	352.20
Total current liabilities		**6,835.66**	**6,184.09**
Total liabilities		**10,244.05**	**9,267.77**
Total equity and liabilities		**43,062.02**	**36,649.09**
Corporate Information and material accounting policies	1 & 2		
The accompanying notes form an integral part of the standalone financial statements			

As per our report of even date attached
For ST Mohite & Co
Chartered Accountants
ICAI Firm Registration No: 011410S

For and on behalf of the Board of Directors
MosChip Technologies Limited

Hima Bindu Sagala
Partner
M No. 231056
UDIN : 25231056BMOVZH7304

Srinivasa Rao Kakumanu
Managing Director & CEO
DIN : 06726305

Damodar Rao Gummadapu
Director
DIN : 07027779

Jayaram Susarla
Chief Financial Officer

Suresh Bachalakura
Company Secretary
M. No: ACS 39381

Place: Hyderabad
Date: 21st May 2025

Place: Hyderabad
Date: 21st May 2025

Standalone Statement of Profit and Loss

(All amounts in ₹ lakhs, unless otherwise stated)

	Particulars	Notes	Year ended 31st March 2025	Year ended 31st March 2024
I	**Income**			
	Revenue from operations	24	38,721.18	22,283.89
	Other income	25	409.76	321.53
	Total income		**39,130.94**	**22,605.42**
II	**Expenses:**			
	Cost of materials consumed	26	1,548.65	2,584.70
	Operating cost	27	12,653.35	1,448.59
	Employee benefits expense	28	19,163.33	15,609.63
	Finance costs	29	695.79	557.37
	Depreciation and amortisation expense	30	1,197.49	1,149.70
	Other expenses	31	950.54	633.51
	Total expenses		**36,209.15**	**21,983.50**
III	**Profit before tax (I-II)**		**2,921.79**	**621.92**
IV	**Tax expense:**			
	Current tax	42	-	-
	Deferred tax		-	-
			-	**-**
V	**Profit for the year (III-IV)**		**2,921.79**	**621.92**
VI	**Other comprehensive income**			
	(i) Items that will not be reclassified to profit or loss			
	(a) Re-measurements of the defined benefit plans	36	(243.90)	(229.69)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total other comprehensive income			**(243.90)**	**(229.69)**
VII	**Total comprehensive income (V + VI)**		**2,677.89**	**392.23**
Earnings per equity share ((Face value of ₹2 each))		37		
Basic (₹)			1.54	0.35
Diluted (₹)			1.48	0.32
Corporate Information and material accounting policies		1 & 2		

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached
For ST Mohite & Co
Chartered Accountants
ICAI Firm Registration No: 011410S

For and on behalf of the Board of Directors
MosChip Technologies Limited

Hima Bindu Sagala
Partner
M No. 231056
UDIN : 25231056BMOVZH7304

Srinivasa Rao Kakumanu
Managing Director & CEO
DIN : 06726305

Damodar Rao Gummadapu
Director
DIN : 07027779

Jayaram Susarla
Chief Financial Officer

Suresh Bachalakura
Company Secretary
M. No: ACS 39381

Place: Hyderabad
Date: 21st May 2025

Place: Hyderabad
Date: 21st May 2025

Standalone Statement of Cash Flows

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Cash flow from operating activities		
Net profit before tax	2,921.79	621.92
Adjustments for :		
Depreciation and amortisation expenses	1,197.49	1,149.70
Interest expense	695.79	557.37
Interest income	(200.52)	(141.58)
Interest Income earned on financial assets that are designated as FVTPL	(37.19)	(39.22)
Allowance for doubtful debts, loans, advances & others and bad debts written off	69.11	75.12
Share based payment expense	1,442.14	1,141.30
Liabilities no longer required, written back	-	(139.97)
Profit on sale of property, plant & equipment	(8.90)	-
Unrealised exchange (gain) /loss (net)	48.85	74.84
Operating profit before working capital changes	**6,128.56**	**3,299.48**
Adjustments for :		
(Increase) / decrease in inventories	79.98	28.29
(Increase) / decrease in trade receivables	2,151.65	(1,528.18)
(Increase) / decrease in other financial assets	(261.69)	(32.14)
(Increase) / decrease in other assets	(3,897.77)	(157.88)
Increase / (decrease) in trade payables	1,278.38	233.46
Increase / (decrease) in other financial liabilites	(43.59)	36.82
Increase / (decrease) in other liabilites	3,305.74	373.19
Increase / (decrease) in provisions	303.35	221.97
Cash flow from operations	**9,044.61**	**2,475.01**
Income taxes refund received / (paid)	34.19	(2.44)
Net cash generated from operating activities (A)	**9,078.80**	**2,472.57**
Cash flow from investing activities		
Purchase of property, plant & equipment, intangible assets (including under development and capital advances)	(1,369.13)	(1,066.41)
Proceeds from sale of property, plant & equipment	8.90	-
Investment in equity shares of subsidiary	-	(6,029.15)
Bank deposits not considered as cash and cash equivalents (net)	(458.73)	(463.26)
Interest received	217.14	108.38
Net cash used in investing activities (B)	**(1,601.82)**	**(7,450.44)**
Cash flow from financing activities		
Proceeds from issue of equity shares	976.53	1,073.96
Proceeds from Issue of shares on preferential basis	-	5,034.00
Proceeds from / (repayment of) non current borrowings	(754.29)	(675.75)
Proceeds from / (repayment of) current borrowings	(3,310.54)	809.57
Repayment of lease liabilities	(979.65)	(719.44)
Interest paid	(694.71)	(557.37)
Net cash (used in) / generated from financing activities (C)	**(4,762.66)**	**4,964.97**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	2,714.32	(12.90)
Cash and cash equivalents - at the beginning of the year	11.29	24.19
Cash and cash equivalents - at the end of the year (refer note 9)	**2,725.61**	**11.29**

The cash flow statement is prepared using the "indirect method" set out in Ind AS 7 – Statement of Cash Flows.

Corporate Information and material accounting policies

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached
For ST Mohite & Co
Chartered Accountants
ICAI Firm Registration No: 011410S

For and on behalf of the Board of Directors
MosChip Technologies Limited

Hima Bindu Sagala
Partner
M No. 231056
UDIN : 25231056BMOVZH7304

Srinivasa Rao Kakumanu
Managing Director & CEO
DIN : 06726305

Damodar Rao Gummadapu
Director
DIN : 07027779

Jayaram Susarla
Chief Financial Officer

Suresh Bachalakura
Company Secretary
M. No: ACS 39381

Place: Hyderabad
Date: 21st May 2025

Place: Hyderabad
Date: 21st May 2025

Standalone Statement of Changes in Equity

(All amounts in ₹ lakhs, unless otherwise stated)

A. Equity share capital

Particulars	Number of shares	Amount
As at 1st April 2023	16,63,69,319	3,327.39
Movement during the year	2,15,69,010	431.38
As at 31st March 2024	**18,79,38,329**	**3,758.77**
As at 1st April 2024	18,79,38,329	3,758.77
Movement during the year	29,42,493	58.85
As at 31st March 2025	**19,08,80,822**	**3,817.62**

B. Other Equity

Particulars	Share application money pending allotment	Reserves and surplus				Items of Other Comprehensive Income	Total
		Capital reserve	Securities premium	Share option outstanding account	Retained earnings	Remeasurement of the net defined benefit plans	
Balances as at 1st April 2023	**0.54**	**1,086.90**	**17,573.63**	**1,429.44**	**(11,035.33)**	**(373.68)**	**8,681.50**
Profit for the year	-	-	-	-	621.92	-	621.92
Other comprehensive income (net)	-	-	-	-	-	(229.69)	(229.69)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**621.92**	**(229.69)**	**392.23**
Shares issued on exercise of employee stock options	(977.58)	-	885.30	-	-	-	(92.28)
Received on exercise of Stock options	1,069.32	-	-	-	-	-	1,069.32
Shares issued on preferential basis	-	-	12,168.87	-	-	-	12,168.87
Transfer from share option outstanding account on exercise of stock options	-	-	501.07	(501.07)	-	-	-
Amortised amount of share based payments to employees (net)	-	-	-	1,402.91	-	-	1,402.91
Balances as at 31st March 2024	**92.28**	**1,086.90**	**31,128.87**	**2,331.28**	**(10,413.41)**	**(603.37)**	**23,622.55**
Balances as at 1st April 2024	**92.28**	**1,086.90**	**31,128.87**	**2,331.28**	**(10,413.41)**	**(603.37)**	**23,622.55**
Profit for the year	-				2,921.79	-	2,921.79
Other comprehensive income (net)	-	-	-	-	-	(243.90)	(243.90)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**2,921.79**	**(243.90)**	**2,677.89**
Shares issued on exercise of employee stock options	(963.24)	-	904.39	-	-	-	(58.85)
Received on exercise of Stock options	976.53	-	-	-	-	-	976.53
Transfer from share option outstanding account on exercise of stock options	-	-	801.78	(801.78)	-	-	-
Amortised amount of share based payments to employees (net)	-	-	-	1,782.23	-	-	1,782.23
Balance as at 31st March 2025	**105.57**	**1,086.90**	**32,835.04**	**3,311.73**	**(7,491.62)**	**(847.27)**	**29,000.35**

Corporate Information and material accounting policies

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached
For ST Mohite & Co
Chartered Accountants
ICAI Firm Registration No: 011410S

For and on behalf of the Board of Directors
MosChip Technologies Limited

Hima Bindu Sagala
Partner
M No. 231056
UDIN : 25231056BMOVZH7304

Srinivasa Rao Kakumanu
Managing Director & CEO
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Jayaram Susarla
Chief Financial Officer

Suresh Bachalakura
Company Secretary
M. No: ACS 39381

Place: Hyderabad
Date: 21st May 2025

Place: Hyderabad
Date: 21st May 2025

Notes forming part of the Standalone Financial Statements

1 Corporate information

MosChip Technologies Limited ('the Company') was incorporated in 1999 under the Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The registered office of the Company is situated at 7th Floor, "My Home Twitza", Hyderabad Knowledge City, Hyderabad, Telangana 500081, which is its principal place of business.

The Company is engaged in to business of engineering solutions comprising of systems and product design, IoT solution design, artificial intelligence and Machine Learning, FPGA design, Mixed Signal IP design, ASIC design, verification, and validation.

The Standalone Financial Statements for the year ended March 31, 2025 were approved by the Board of Directors and authorised for issue on 21st May 2025.

2 Material Accounting Policy Information

2.1 Statement of Compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

2.2 Basis for preparation of standalone financial statements:

These standalone financial statements have been prepared in Indian Rupee which is the functional currency of the Company.

These standalone financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

Amounts in the standalone financial statements are presented in Indian Rupees in lakhs rounded off up to two decimal places as permitted by Schedule III to the Act. Per share data are presented in Indian Rupees up to two decimal places.

The Company maintains its accounts on accrual basis following historical cost convention, except for certain assets and liabilities that are measured at fair value in accordance with Ind AS.

Fair value measurements are categorised as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date;

Level 2 inputs are inputs, other than quoted prices included in level 1, that are observable for the assets or liabilities, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the valuation of assets or liabilities.

Above levels of fair value hierarchy are applied consistently and generally, there are no transfers between the levels of the fair value hierarchy unless the circumstances change warranting such transfer.

2.3 Use of estimates:

The preparation of standalone financial statements requires the management of the Company to make significant judgement, estimates and assumptions that affect the reported amounts of assets and liabilities on the date of standalone financial statements, disclosure of contingent liabilities as at the date of the standalone financial statements, and the reported amounts of income and expenses during the reported period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Notes forming part of the Standalone Financial Statements

Notes forming part of the Standalone Financial Statements

Critical accounting estimates

(i) Revenue recognition

The Company applies the percentage of completion method in accounting for its fixed price development contracts. Use of the percentage of completion method requires the Company to estimate the efforts or costs expended to date (input method) as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

Judgement is also required to determine the transaction price for the contract and to describe the transaction price to each distinct performance obligation. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Company exercises judgments while determining the transaction price allocated to performance obligations using the expected cost plus margin approach.

(ii) Property, plant and equipment

Property, plant and equipment represent a proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(iii) Provisions

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(iv) Business combinations and intangible assets

Business combinations are accounted for using Ind AS 103. which requires the identifiable net assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets and their estimated useful life. These valuations are generally conducted by independent valuation experts.

(v) Impairment of Goodwill

Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell.

The goodwill impairment test is performed at the level of the cash-generating units which are benefiting from the synergy of acquisitions unit or Company's cash-generating units and which represents the lowest level at which goodwill is monitored for internal management purposes. Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

(vi) Defined benefit plans and compensated absences

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(vii) Expected credit losses on financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

(viii) Other estimates

The share based compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

2.4 Property, Plant & Equipment

Recognition and measurement

Property, plant & equipment and intangible assets are stated at cost less accumulated depreciation/ amortisation and net of impairment. Cost of an item of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the item to its working condition for its intended use and estimated cost of dismantling and removing the item and restoring the site on which it is located. Subsequent expenditure relating to PPE is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

The cost of property, plant and equipment not ready / available for use as at each reporting date is disclosed under capital work in progress.

Depreciation

Depreciable amount for assets is the cost of an asset, less its estimated residual value. Depreciation on PPE (including assets taken on lease), other than freehold land, is charged based on the straight line method on the estimated useful life as prescribed in schedule II to the Companies Act, 2013 except in respect of the certain categories of assets, where the life of the assets has been assessed based on internal technical estimate, considering the nature of the asset and estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes.

The estimated useful lives of assets are as follows:

Useful lives of depreciable assets	Useful life (Years)
Mask tools	5
Lab equipment	5
Plant and machinery	5
Furniture and fixtures	10
Office equipment	5
Computers	3
Vehicles	10
Other intangible assets	3 - 5

Notes forming part of the Standalone Financial Statements

The estimated useful life of intangible assets (software) is 3 to 5 years and these are amortised on a straight line basis. Project specific intangible assets are amortised over their estimated useful life on a straight line basis or over the period of the license/ project period, whichever is lower.

The estimated useful life and residual values of PPE and intangible assets are reviewed at the end of each reporting period.

Assets acquired under leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

Intellectual Property Rights ('IPR') comprise right to use for licensed software. The Company has recognised the IPR based on consideration paid. Subsequent to initial recognition, the intangible asset is measured at cost, less any accumulated amortization and accumulated impairment losses. The IPR's are amortised over their estimated useful life of the asset on a straight line basis.

An item of Property, PPE and intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE and intangible assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of profit or loss.

2.5 Leases

At inception of the contract, the Company determines whether the contract is a lease or contains a lease arrangement. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset (ROU) measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The ROU assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The ROU assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of ROU asset. The estimated useful lives of ROU assets are determined on the same basis as those of PPE. ROU assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the remeasurement of lease liability as an adjustment to the ROU asset. Where the carrying amount of the ROU asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

Notes forming part of the Standalone Financial Statements

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense.

2.6 Business combinations

Business combinations are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets transferred, liabilities incurred or assumed and equity instruments issued at the date of exchange by the Company. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business acquisition are expenses as incurred.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with IND AS 109 Financial Instruments or IND AS 37 Provisions, Contingent Liabilities and Contingent Assets, with the corresponding gain or loss being recognised in standalone statement of profit or loss.

2.7 Goodwill and intangible assets

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

Intangible assets acquired separately are measured at cost of acquisition. Intangible assets acquired in a business combination are measured at fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

2.8 Impairment of assets

(i) Financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets

Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive discounted using effective interest rate.

Loss allowances for trade receivables are measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Lifetime expected credit loss is computed based on a provision matrix which takes in to the account historical credit loss experience adjusted for forward looking information. For other financial assets, expected credit loss is measured at the amount equal to twelve months expected credit loss unless there has been a significant increase in credit risk from initial recognition, in which case those are measured at lifetime expected credit loss.

(ii) Non-financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

Notes forming part of the Standalone Financial Statements

(iii) Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, amount of non-controlling interest in the acquired entity, and the acquisition date fair value of any previous equity interest in the acquired entity, over the fair value of the Company's share of net identifiable assets acquired.

If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference after reassessment, is recognized as capital reserve.

After initial recognition, goodwill is tested for impairment on an annual basis by comparing carrying value with recoverable amount, which is higher of fair value less disposal cost and value-in-use. the Company estimates the value-in-use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rate used for the CGU's represent the weighted average cost of capital based on the historical market returns of comparable companies.

2.9 Inventories

Raw material:

Raw material are valued at lower of cost or net realizable value. Cost is determined on weighted average method.

Finished goods:

Finished goods are valued at the lower of the cost or net realisable value. Cost is determined on weighted average method.

Projects in progress / Work in progress:

Hardware equipment and other items are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis. Cost includes material cost, freight and other incidental expenses incurred in bringing the inventory to the present location / condition.

2.10 Revenue recognition

The Company derives revenues primarily from information technology services comprising software development, consulting and related services.

The Company's contracts with customers include promises to transfer multiple products and services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved, in writing, by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables, and allocation of transaction price to these distinct performance obligations involves significant judgment.

Revenue is recognised to depict the transfer of control of promised goods er services to customers, upon the satisfaction of performance obligations under the contract in an amount that reflects consideration to which the company expects to be entitled in exchange of those goods and services.

To recognise revenues, the company apply the following five step approach Viz., (1) Identify the Contract with customer) (2) Identify the performance obligations in the contract; (3) determine the transaction price; (4) reallocate the transaction price to the performance obligation in the contact; and (5) recognise the revenue when a performance obligation is satisfied.

(i) Revenue from time and material and job contracts is recognised on the basis of time spent, efforts expended.

(ii) In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.

Notes forming part of the Standalone Financial Statements

(iii) Revenue from the sale of distinct internally developed software and manufactured systems and third party software is recognised upfront at the point in time when the system / software is delivered to the customer. In cases where implementation and / or customisation services rendered significantly modifies or customises the software, these services and software are accounted for as a single performance obligation and revenue is recognised over time on a POC method.

(iv) Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonus, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

(v) License agreements that require payment of license fees contain a single performance obligation that represents ongoing access to a portfolio of intellectual property over the license term since such agreements provide the licensee the right to access a portfolio of intellectual property that exists at inception of the license agreement and to updates and new intellectual property that is added to the licensed portfolio during the term of the agreement that are highly interdependent or interrelated. Since we expect to expend efforts to develop and transfer updates to our licensed portfolio on an even or specified timeline basis, license fees are recognized as revenues on a straight-line or milestone basis over the estimated period of benefit of the license to the licensee.

(vi) Contracts assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

(vii) Contract liability (unearned revenue) is recognised when there is billings in excess of revenues.

(viii) The amount recognized as a warranty provision is based on the estimated costs that the company expects to incur to fulfil its warranty obligations.

The provision is measured at its best estimate, which considers factors such as historical warranty claims, repair or replacement costs, and the experience of similar products. If the warranty costs are expected to be incurred beyond one year, the provision may be discounted to reflect the time value of money.

Other Income

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

2.11 Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and disclosed as such in the financial statements.

2.12 Foreign currency transactions

In preparing the Standalone Financial Statements of the Company, transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in statement of profit or loss in the period in which they arise.

2.13 Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Notes forming part of the Standalone Financial Statements

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

(i) Non-derivative financial instruments:

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate method less impairment losses, if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value

Financial assets not measured at amortised cost are carried at fair value through profit or loss (FVTPL) on initial recognition, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in 'other comprehensive income', for investment in equity instruments which are not held for trading.

The Company, on initial application of IND AS 109 Financial Instruments has made an irrevocable election to present in 'other comprehensive income', subsequent changes in fair value of equity instruments not held for trading.

Financial asset at FVTPL, are measured at fair values at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss.

Investment in subsidiaries

Investment in subsidiaries is carried at cost less impairment as per Ind AS 27 Separate Financial Statements.

Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest rate method or at FVTPL. For financial liabilities carried at amortised cost, the carrying amounts approximate fair values due to the short term maturities of these instruments. Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised in a business combination, or is held for trading or it is designated as FVTPL. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit and loss.

(ii) Derecognition of financial instruments

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company retains substantially all the risk and rewards of transferred financial assets, the Company continues to recognize the financial asset and also recognizes the borrowing for the proceeds received.

The Company derecognises financial liabilities when, and only when, the Company's obligation are discharged, cancelled or have expired.

(iii) Financial guarantee contracts

Financial guarantee contracts issued by the Company are initially measured at fair value and subsequently measured at the higher of the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

Notes forming part of the Standalone Financial Statements

2.14 Employee benefits

a Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. The gratuity plan provides for a lump sum payment to employees at retirement, death, incapacitation or termination of the employment based on the respective employee's last drawn salary and the tenure of the employment.

b Defined contribution plans

Provident fund and ESIC: The Company's contributions to defined contribution plans are charged to the statement of profit and loss as and when the services are received from the employees.

c Compensated absences:

The Company provides for compensated absences and long term service awards subject to Company's rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment or availment. The liability is accrued based on the number of days of unavailed leave at each Balance Sheet date and the awards are accrued based on number years of service of an employee. It is measured at the balance sheet date on the basis of an independent actuarial valuation using the Projected Unit Credit method.

Actuarial gains and losses are recognised in full in the Standalone statement of profit and loss in the period in which they occur.

d Other short-term employee benefits / bonus

Other short-term employee benefits such as bonus overseas social security contributions and performance incentives expected to be paid in exchange for services rendered by employees, are recognised in the statement of profit and loss during the period when the employee renders the service.

2.15 Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants related to assets are deducted from the cost of the asset until it is ready for its intended use, and the capitalised amount, net of the grant, is depreciated over the asset's useful life. Grants intended to compensate for specific expenses are recognised in the statement of profit and loss over the periods in which the related costs are incurred, either as a reduction from those costs or presented as other income, depending on the nature of the grant.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss in the period in which they become receivable.

2.16 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is determined as the amount of tax payable in respect of taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961.

Notes forming part of the Standalone Financial Statements

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2.17 Employee stock option plans:

Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The share based compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

The expense is recognized in the Standalone statement of profit and loss with a corresponding increase to the 'share option outstanding account', which is a component of equity.

2.18 Earnings per share

Basic earnings per share ("EPS") is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period.

For calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value(i.e. the average market value of the outstanding equity shares).

2.19 Provisions, contingent liabilities & contingent assets

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

Notes forming part of the Standalone Financial Statements

2.20 Events After the Reporting Period

These events are classified into adjusting and non-adjusting events. Adjusting events provide additional evidence of conditions that existed at the end of the reporting period and require adjustments to the amounts recognized in the financial statements. Non-adjusting events are indicative of conditions that arose after the reporting period and are not adjusted in the financial statements, but if material, must be disclosed with the nature and an estimate of the financial effect.The financial statements must also disclose the date of authorization for issue and who authorised them.

2.21 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases, relating to sale and lease back transactions, applicable from 1st April 2024. The Company has assessed that there is no impact on its standalone financial statements.

On 9th May 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after 1st April 2025. The Company is currently assessing the probable impact of these amendments on its financial statements.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

3.1 - Property, plant and equipment

Particulars	Furniture and fittings	Office equipment	Leasehold improvements	Lab equipments	Plant and machinery	Computers	Vehicles	Mask tools	Total tangible assets
Cost									
As at 1st April 2023	21.79	40.74	-	78.02	4.94	905.01	52.56	1,479.10	2,582.16
Additions	-	0.39	18.95	0.28	-	142.20	-	-	161.82
Transfer out	-	-	-	-	-	-	-	-	-
As at 31st March 2024	**21.79**	**41.13**	**18.95**	**78.30**	**4.94**	**1,047.21**	**52.56**	**1,479.10**	**2,743.98**
As at 1st April 2024	21.79	41.13	18.95	78.30	4.94	1,047.21	52.56	1,479.10	2,743.98
Additions	-	12.79	2.76	-	-	289.96	-	-	305.51
Disposals	-	-	-	-	-	(15.61)	(25.56)	-	(41.17)
As at 31st March 2025	**21.79**	**53.92**	**21.71**	**78.30**	**4.94**	**1,321.56**	**27.00**	**1,479.10**	**3,008.32**
Accumulated depreciation									
As at 1st April 2023	21.79	30.16	-	46.47	4.94	339.82	51.11	1,479.10	1,973.39
Depreciation charge for the year	-	8.04	2.47	15.27	-	297.36	1.45	-	324.59
As at 31st March 2024	**21.79**	**38.20**	**2.47**	**61.74**	**4.94**	**637.18**	**52.56**	**1,479.10**	**2,297.98**
As at 1st April 2024	21.79	38.20	2.47	61.74	4.94	637.18	52.56	1,479.10	2,297.98
Depreciation charge for the year	-	8.04	7.31	13.72	-	302.20	-	-	331.27
On disposals	-	-	-	-	-	(15.61)	(25.56)	-	(41.17)
As at 31st March 2025	**21.79**	**46.24**	**9.78**	**75.46**	**4.94**	**923.77**	**27.00**	**1,479.10**	**2,588.08**
Net carrying value									
As at 31st March 2025	**-**	**7.68**	**11.93**	**2.84**	**-**	**397.79**	**-**	**-**	**420.24**
As at 31st March 2024	**-**	**2.93**	**16.48**	**16.56**	**-**	**410.03**	**-**	**-**	**446.00**

3.2 - Intangible assets

Particulars	Design & development
Cost	
As at 1st April 2023	785.35
Additions	-
Transfer out	-
As at 31st March 2024	**785.35**
As at 1st April 2024	785.35
Additions	-
Disposals	
As at 31st March 2025	**785.35**
Accumulated amortisation	
As at 1st April 2023	708.95
Amortisation charge for the year	51.88
As at 31st March 2024	**760.83**
As at 1st April 2024	760.83
Amortisation charge for the year	24.52
On disposals	-
As at 31st March 2025	**785.35**
Net carrying value	
As at 31st March 2025	**-**
As at 31st March 2024	**24.52**

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

3.3 - Intangible assets under development

Particulars	IP - Smart Enegy Meter
Cost	
As at 1st April 2023	-
Additions	904.60
Transfer out	-
As at 31st March 2024	**904.60**
As at 1st April 2024	**904.60**
Additions	1,284.39
As at 31st March 2025	**2,188.99**

Note: Pursuant to the Design Linked Incentive (DLI) Scheme for the Semiconductor Industry, approved by the Government of India for the development of a smart energy meter IC targeting both the Indian and overseas markets.

The above incentive has been accounted for by reducing the cost of intangible assets under development, in accordance with Ind AS 20 – Accounting for Government Grants and Disclosure of Government Assistance. Consequently, the carrying amount of the intangible assets under development is presented net of the government grant.

3.4 Right-of-use assets

Particulars	Buildings
As at 1st April 2023	3,411.97
Additions	-
Deductions	-
As at 31st March 2024	**3,411.97**
As at 1st April 2024	**3,411.97**
Additions	931.92
Deductions	-
As at 31st March 2025	**4,343.89**
Accumulated depreciation	
As at 1st April 2023	874.47
Depreciation charge for the year	773.23
As at 31st March 2024	**1,647.70**
As at 1st April 2024	**1,647.70**
Depreciation charge for the year	841.72
Depreciation capitalized for the year	149.35
As at 31st March 2025	**2,638.77**
Net carrying value	
As at 31st March 2025	**1,705.12**
As at 31st March 2024	**1,764.27**

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Lease liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	1,969.44	2,688.88
Additions	931.92	-
Interest accrued	101.46	124.11
lease principal payment	(979.65)	(719.44)
lease interest payment	(135.58)	(124.11)
Balance at the ending of the year	**1,887.59**	**1,969.44**

Breakup of lease liabilities:

Particulars	As at 31st March 2025	As at 31st March 2024
Current	961.30	833.25
Non- current	926.29	1,136.19
Total lease liabilities	**1,887.59**	**1,969.44**

The table below provides details regarding the contractual maturities of lease liabilities as at 31st March 2025 on an undiscounted basis:

Particulars	As at 31st March 2025	As at 31st March 2024
Less than 1 year	961.30	833.25
1-5 years	1,065.41	1,229.20
Total lease liabilities	**2,026.71**	**2,062.45**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The Company has recognised ₹148.49 Lakhs (31st March 2024 : ₹85.86 lakhs) as rent expenses during the year which pertains to short term lease/ low value asset which was not recognised as part of right of use asset.

4 Investments (Non- Current)

Particulars	As at 31st March 2025	As at 31st March 2024
(i) Investment in equity instruments		
Investment in subsidiaries		
Unquoted - Others (fully paid equity shares carried at cost)		
MosChip Technologies, USA	2,244.69	2,244.69
19,192,404 (31st March 2024: 1 9,192,404) equity shares		
MosChip Institute of Silicon Systems Pvt.Ltd. (refer note 45)	568.93	200.00
3,699,323 (31st March 2024: 10,000) equity shares of ₹10 each/-		
MosChip Technologies WLL#	-	2.18
10 (31st March 2024: 10) equity shares of BHD 100 each/-		
Softnautics Inc. USA	13,498.47	13,498.47
13,582,000 (31st March 2024: 13,582,000) equity shares		

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at 31st March 2025	As at 31st March 2024
(ii) Other investments		
0.01 % share in Softnautics LLP value ₹100/- *	-	-
	16,312.09	**15,945.34**
# Ceased as subsidiary as on 24th June 2024		
* Investment value is less than the rounding off threshold; value is not shown		
Unquoted		
(a) Aggregate amount of unquoted investments carried at cost	16,312.09	15,945.34
(b) Aggregate amount of quoted investments and market value thereof;	-	-
(c) Aggregate amount of impairment in value of investments	-	-

5 Trade receivables (Non- Current)

Trade receivables considered good - Unsecured

Particulars	As at 31st March 2025	As at 31st March 2024
Trade receivables considered good - Unsecured	-	92.33
	-	**92.33**

Ageing as at 31st March 2024:

Particulars	Not yet due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed trade receivables - considered good	92.33	-	-	-	-	-	92.33
Total	**92.33**	**-**	**-**	**-**	**-**	**-**	**92.33**

Credit risk management regarding trade receivables has been described in note 39

Trade receivables from related parties' details has been described in note 33

6 Other non-current financial assets

Particulars	As at 31st March 2025	As at 31st March 2024
Unsecured and considered good		
Security deposits	375.14	256.34
Bank balances with maturity more than 12 months (Margin money) *	155.71	-
	530.85	**256.34**

* Earmarked as margin money deposit against bank guarantees

7 Inventories

Particulars	As at 31st March 2025	As at 31st March 2024
Raw materials*		
Hardware and product component	-	79.98
	-	**79.98**

*Inventories are carried at lower of cost and net realisable value.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

8 Trade receivables (current)

Particulars	As at 31st March 2025	As at 31st March 2024
Unsecured Considered good	4,178.85	6,346.69
Trade Receivables which have significant increase in credit risk	1,532.82	1,468.71
Less: Allowance for doubtful debts	(1,532.82)	(1,468.71)
	4,178.85	**6,346.69**
Unbilled receivables	2,231.21	1,947.61
	6,410.06	**8,294.30**

Ageing as at March 31, 2025:

Particulars	Not yet due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed trade receivables - considered good	2,767.68	479.99	62.00	58.95	99.50	710.73	4,178.85
Undisputed trade receivables - credit impaired	-	-	-	-	-	1,532.82	1,532.82
Less: Allowance for doubtful debts	-	-	-	-	-	(1,532.82)	(1,532.82)
Total	**2,767.68**	**479.99**	**62.00**	**58.95**	**99.50**	**710.73**	**4,178.85**
Unbilled trade receivables	2,231.21	-	-	-	-	-	2,231.21
Total	**4,998.89**	**479.99**	**62.00**	**58.95**	**99.50**	**710.73**	**6,410.06**

Ageing as at March 31, 2024:

Particulars	Not yet due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed trade receivables - considered good	2,891.65	2,626.44	0.13	85.43	106.97	636.07	6,346.69
Undisputed trade receivables - credit impaired	-	-	-	-	112.48	1,356.23	1,468.71
Less: Allowance for doubtful debts	-	-	-	-	(112.48)	(1,356.23)	(1,468.71)
Total	**2,891.65**	**2,626.44**	**0.13**	**85.43**	**106.97**	**636.07**	**6,346.69**
Unbilled trade receivables	1,947.61	-	-	-	-	-	1,947.61
Total	**4,839.26**	**2,626.44**	**0.13**	**85.43**	**106.97**	**636.07**	**8,294.30**

The credit period on sales of goods ranges from 7 to 90 days with or without security

Credit risk management regarding trade receivables has been described in note 39

Trade receivables from related parties' details has been described in note 33

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Contract assets

Changes in the contract assets balances during the year ended March 31, 2025 and March 31, 2024 are as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
Opening balance	8,294.30	6,827.82
Add: Revenue recognised during the year	38,721.18	22,283.89
Amount received during the year	40,605.42	20,817.41
Closing balance	**6,410.06**	**8,294.30**

9 Cash and cash equivalents

Particulars	As at 31st March 2025	As at 31st March 2024
Cash in hand	1.26	-
Balances with Banks		
- In current accounts	2,724.35	11.29
	2,725.61	**11.29**

10 Bank balances other than cash and cash equivalents

Particulars	As at 31st March 2025	As at 31st March 2024
Balances with Banks In term deposit accounts		
- with maturity more than 3 months but less than 12 months at inception	2,035.66	1,576.93
	2,035.66	**1,576.93**

11 Other current financial assets

Particulars	As at 31st March 2025	As at 31st March 2024
Security deposits	994.81	994.81
Less : Allowance for doubtful advances	(264.48)	(264.48)
Interest receivable		
- on bank deposits	49.38	66.00
	779.71	**796.33**

12 Income tax asset (net)

Particulars	As at 31st March 2025	As at 31st March 2024
Advance tax	312.36	346.55
Income tax asset / (liabilities), net	**312.36**	**346.55**

13 Other current assets

Particulars	As at 31st March 2025	As at 31st March 2024
Unsecured and considered good		
Advances other than capital advances		
Loans and advances to related parties (refer note 33)	1,201.41	333.86

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at 31st March 2025	As at 31st March 2024
- Advance to suppliers	41.50	16.74
- Indirect tax balances/recoverable/credits	-	16.89
- Prepayments and others (including upfront fee)	2,887.42	231.82
	4,130.33	**599.31**

14 Equity share capital

Particulars	As at 31st March 2025	As at 31st March 2024
Authorised:		
282,755,000 (31st March 2024: 282,755,000) Equity shares of the par value of ₹2 each	5,655.10	5,655.10
	5,655.10	**5,655.10**
Issued, subscribed and fully paid-up:		
191,078,292 (31st March 2024: 188,135,799) Equity shares of the par value of ₹2 each	3,821.57	3,762.72
Less: 197,470 (31st March 2024: 197,470) Equity shares of ₹2 each fully paid-up issued to MosChip ESOP Trust	(3.95)	(3.95)
	3,817.62	**3,758.77**

i Rights, preferences and restrictions attached to equity shares:

The Company has one class of equity shares having par value of ₹2 per share. Each shareholder is eligible for one vote per ₹2 each. Each shareholder is eligible for one vote per share held and carry a right to dividend. The dividend propose by the Board of Directors, is subject to the approval of the shareholders in the ensuring Annual General Meeting, except in case of interim dividend, In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

ii Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Particulars	As at 31st March 2025		As at 31st March 2024	
	Number of shares	Amount in ₹Lakhs	Number of shares	Amount in ₹Lakhs
Shares outstanding at the beginning of the year	18,81,35,799	3,762.72	16,65,66,789	3,331.34
Issue of shares during the year				
(i) Preferential issue	-	-	1,67,22,598	334.45
(ii) ESOPs	29,42,493	58.85	48,46,412	96.93
	29,42,493	**58.85**	**2,15,69,010**	**431.38**
Less: Equity shares of ₹2 each fully paid-up issued to MosChip ESOP Trust but not allotted to employees.	1,97,470	3.95	1,97,470	3.95
Shares outstanding at the end of the year	**19,08,80,822**	**3,817.62**	**18,79,38,329**	**3,758.77**

iii Details of shareholder holding more than 5% shares

Particulars	As at 31st March 2025		As at 31st March 2024	
	Number of shares	% Holding	Number of shares	% Holding
Mayuka Holdings Private Limited	8,48,39,942	44.40%	8,48,39,942	45.10%

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

iv Details of shares held by promoters

Particulars	As at 31st March 2025		As at 31st March 2024		% change during the year
	Number of shares	% Holding	Number of shares	% Holding	
Mayuka Holdings Private Limited	8,48,39,942	44.40%	8,48,39,942	45.10%	-
Mr. Rama Chandra Reddy Kadiri*	-	-	39,90,778	2.12%	(100%)
Mrs. K. Pratibha Reddy*	-	-	398	0.00%	(100%)
Mr. Damodar Rao Gummadapu	2,04,000	0.11%	2,04,000	0.11%	-

*Mr Kadiri Ramachandra Reddy and Mrs. K Prathibha Reddy, Promoters of the company are reclassified as public shareholders w.e.f 29th November 2024.

v Shares allotted as fully paid-up pursuant to contracts without payment being received in cash during the year of five years immediately preceding the date of the balance sheet - 11,452,498 (31st March 2024: 18,351,568) equity shares.

15 Other equity

Particulars	As at 31st March 2025	As at 31st March 2024
(a) Capital reserve (refer note i)		
Opening balance	1,086.90	1,086.90
Movement during the year	-	-
Closing balance	**1,086.90**	**1,086.90**
(b) Securities premium (refer note ii)		
Opening balance	31,128.87	17,573.63
Receipts on exercise of stock options	904.39	885.30
Transfer from share option outstanding account on exercise of stock options	801.78	501.07
Issue of fresh equity shares on preferential basis	-	12,168.87
Closing balance	**32,835.04**	**31,128.87**
(c) Share option outstanding account (refer note iii)		
Opening balance	2,331.28	1,429.44
Amortised amount of share based payments to employees (net)	1,782.23	1,402.91
Transfer from share option outstanding account on exercise of stock options	(801.78)	(501.07)
Closing balance	**3,311.73**	**2,331.28**
(d) Retained earnings (refer note iv)		
Opening balance	(10,413.41)	(11,035.33)
Profit for the year	2,921.79	621.92
Closing balance	**(7,491.62)**	**(10,413.41)**
(e) Share application money pending allotment (refer note v)		
Opening balance	92.28	0.54
Shares issued on exercise of employee stock options	(963.24)	(977.58)
Received on exercise of Stock options	976.53	1,069.32
Closing balance	**105.57**	**92.28**
(f) Other Comprehensive Income (refer note vi)		
(a) Remeasurement of the net defined benefit plans		
Opening balance	(603.37)	(373.68)
Additions during the year	(243.90)	(229.69)
Closing balance	**(847.27)**	**(603.37)**
Total other equity	**29,000.35**	**23,622.55**

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

i Capital reserve

Capital reserve is primarily created on due to forfeiture of monies received for share warrants issued in earlier years.

ii Securities premium

Securities premium comprises premium received on issue of shares

iii Share option outstanding account

Represents the fair value of services received against employees stock options outstanding as at balance sheet date. These will be transferred to securities premium account after the exercise of the underlying options.

iv Retained earnings

Retained earnings represents the undistributed profits of the Company accumulated as on balance sheet date.

vi Share application money pending allotment

Share application money pending allotment represents application money received for which allotment is pending. Which is outstanding less than 60 days.

vi Other comprehensive income:

Represents the actuarial gain / (loss) recognised on defined benefit plans and will not be reclassified to retained earnings.

16 Long term borrowings (at amortised cost)

Particulars	As at 31st March 2025	As at 31st March 2024
Un secured		
i. Term loans from banks (refer note (a) below)	-	99.68
ii. Loans from related parties (refer note (b) below)	-	654.61
	-	**754.29**

a. Security and terms of term loan borrowings

i. Vehicle loans are secured by hypothecation of the vehicles financed through the loan arrangements. Such loans are repayable in equal monthly instalments over a period of 7 years commenced from May'17 and carry interest rate at 9.4 % per annum.

The bank has sanctioned ₹2.88 crores in FY2020-21 and ₹1.29 crores in FY 2022-23 loan in under the scheme of Guaranteed Emergency Credit Line (GECL) with interest rate of 8.25%, which will be paid over a period of 36 months from Aug'21 and Jul'24 respectively.

b. Terms of loans from related parties

Un secured loan from I Quest Enterprises Private Limited will be repaid in 42 monthly instalments starting from Oct'22.

17 Trade payables

Particulars	As at 31st March 2025	As at 31st March 2024
- Total outstanding dues of micro and small enterprises	-	-
- Total outstanding dues of creditors other than micro and small enterprises	817.98	-
	817.98	**-**

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Ageing of trade payables

As at 31st March 2025

Particulars	Unbilled dues	Not yet due	Outstanding for following periods from due date: less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
- Total outstanding dues of micro and small enterprises	-	-	-	-	-	-	-
- Total outstanding dues of creditors other than micro and small enterprises	-	817.98	-	-	-	-	817.98

18 Provisions (Non- Current)

Particulars	As at 31st March 2025	As at 31st March 2024
Employee benefit obligations (refer note 36)		
- Gratuity	1,309.76	941.58
- Compensated absences	354.36	251.62
	1,664.12	**1,193.20**

19 Short term borrowings (at amortised cost)

Particulars	As at 31st March 2025	As at 31st March 2024
Working capital demand loans from banks (refer note i below)	-	2,655.03
Current maturities of long term borrowings (refer note 16)		
Vehicle loans (refer note ii below)	-	3.70
Term loans	-	67.06
Loans from related parties	-	584.75
	-	**3,310.54**

i. The Company obtained a cash credit facility from bank amounting to ₹8,000 lakhs during the year. As on 31st March 2025, the cash credit facilities remain unutilised. Further, the Company also has a sanctioned bank guarantee limit of ₹1,600 lakhs, with the cash margin of 10%, which was utilised during the year. The above facilities are secured by charge on entire current assets and Property, plant and equipment, both present and future.

In respect of the above facilities, there are no defaults or continuing defaults during the reporting period.

ii. Vehicle loans are secured by hypothecation of the vehicles financed through the loan arrangements. Such loans are repayable in equal monthly instalments over a period of 7 years commenced from May'17 and carry interest rate 9.4 % per annum.

20 Trade payables

Particulars	As at 31st March 2025	As at 31st March 2024
- Dues of micro enterprises and small enterprises	39.84	67.73
- Dues of creditors other than micro enterprises and small enterprises	1,351.09	827.60
	1,390.93	**895.33**

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at 31st March 2025	As at 31st March 2024
(a) Total outstanding, dues of micro and small enterprises	39.84	67.73

Disclosure pertaining to micro, small enterprises (as per information available with the Company):

Description	As at 31st March 2025	As at 31st March 2024
Principal amount outstanding as at end of year (refer note i)	39.84	67.73
Principal amount overdue more than 45 days	-	-
Interest due and unpaid as at end of year	-	-
Interest paid to the supplier	-	-
Payments made to the supplier beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid as at end of year	-	-
Amount of further interest remaining due and payable in succeeding year	-	-

i. It includes vendors classified as part of other financial liabilities in note 21 relating to payable for capital projects amounting to ₹Nil in 31st March 2025 (₹43.59 Lakhs in 31st March 2024).

Particulars	As at 31st March 2025	As at 31st March 2024
(b) Total outstanding, dues of creditors other than micro and small enterprises		
	-	-
Others	1,351.09	827.60
Total	**1,351.09**	**827.60**

Ageing of trade payables

As at 31st March 2025

Particulars	Unbilled dues	Not yet due	Outstanding for following periods from due date				Total
			less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
- Dues of micro enterprises and small enterprises	-	39.84	-	-	-	-	39.84
- Dues of creditors other than micro enterprises and small enterprises	616.95	599.87	101.62	19.55	12.02	1.08	1,351.09

As at 31st March 2024

Particulars	Unbilled dues	Not yet due	Outstanding for following periods from due date				Total
			less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
- Dues of micro enterprises and small enterprises	-	67.73	-	-	-	-	67.73
- Dues of creditors other than micro enterprises and small enterprises	341.13	85.64	86.44	11.57	1.59	301.23	827.60

Payables Other than acceptances are normally settled within 45 - 60 days.

Trade payables from related parties' details has been described in note 33

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

21 Other current financial liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Payables for suppliers	-	43.59
	-	**43.59**

22 Other current liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Unearned revenue	2,969.81	307.43
Statutory liabilities	1,085.09	441.75
	4,054.90	**749.18**

23 Provisions (Current)

Particulars	As at 31st March 2025	As at 31st March 2024
Employee benefit obligations (refer note 36)	257.59	188.31
- Gratuity	170.94	163.89
- Compensated absences	**428.53**	**352.20**

24 Revenue from operations

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Sale of service	38,721.18	22,283.89
	38,721.18	**22,283.89**

Disaggregated revenue information

The table below presents disaggregated revenues from contracts with customers by offerings for the years ended 31st March 2025 and 31st March 2024, respectively. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Revenue by contract type		
Time and material	21,296.65	17,306.96
Fixed price	17,424.53	4,976.93
	38,721.18	**22,283.89**
Revenues by geography		
North America	10,317.34	8,354.85
Asia Pacific (including India)	28,403.84	13,929.04
	38,721.18	**22,283.89**

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Fixed price:

Fixed price arrangements with customers have defined delivery milestones with agreed scope of work and pricing for each milestone. Revenue from fixed-price contracts, where the performance obligations are satisfied over time and when there is no uncertainty as to measurement or collectability of consideration, is recognised as per the 'percentage-of-completion' method. When there is uncertainty as to measurement or ultimate collectability, revenue is recognised when such uncertainty is resolved. Percentage of completion is determined based on the project costs incurred to date as a percentage of total estimated project costs required to complete the project. The input method has been used to measure the progress towards completion as there is direct relationship between input and productivity. In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognised with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilised by the customer is recognised as revenue on completion of the term.

Time and material:

Revenue from time and material contracts are recognised as and when services are rendered to the customer. These are based on the efforts spent and rates agreed with the customer. (Revenue from the end of the last invoicing to the reporting date is recognised as unbilled revenue)

25 Other income

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Interest Income earned on financial assets designated as amortised cost		
Loans to related parties (refer note 33)	10.48	16.86
Bank deposits	186.74	110.44
Income tax refund	3.30	14.28
Interest Income earned on financial assets that are designated as FVTPL	37.19	39.22
Profit on sale of property, plant and equipment (net)	8.90	-
Foreign exchange gain (net)	26.54	-
Liabilities no longer required written back	-	139.97
Miscellaneous income	136.61	0.76
	409.76	**321.53**

26 Cost of materials consumed

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Cost of materials consumed	1,548.65	2,584.70
	1,548.65	**2,584.70**

27 Operating cost

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Outsourcing services	11,767.87	785.17
Electronic Design Automation tools cost	885.48	663.42
	12,653.35	**1,448.59**

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

28 Employee benefits expense

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Salaries and wages (net)	16,893.64	13,791.15
Contribution to provident and other funds (refer note 36)	542.48	462.94
Share based payment to employees (refer note 38)	1,442.14	1,141.30
Staff welfare expenses	285.07	214.24
	19,163.33	**15,609.63**

29 Finance cost

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Interest on		
- Working capital loans	318.59	174.51
- Other loans	127.61	236.97
Unwinding of interest on financial liabilities carried at amortised cost	35.20	-
Interest on lease liability	101.46	124.11
Other borrowing costs	112.93	21.78
	695.79	**557.37**

30 Depreciation expense

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Depreciation on property, plant and equipment (refer note 3.1)	331.27	324.59
Amortisation on intangible assets (refer note 3.2)	24.52	51.88
Depreciation on Right of use assets (refer note 3.4)	841.71	773.23
	1,197.50	**1,149.70**

31 Other expenses

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Rent (refer note 3.4)		
- Buildings	30.34	29.01
- Equipments	118.15	56.85
Rates and taxes	52.24	25.37
Power and fuel	0.30	-
Software expenses	123.95	68.22
Subscription charges	8.78	9.64
Insurance	3.76	2.04
Travelling and conveyance	97.85	63.74
Corporate social responsibility (refer note 34)	13.94	8.95
Communication	28.48	23.89
Printing and stationery	3.94	3.23
Business promotion	18.96	27.18
Repairs and maintenance		

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
- Others	49.38	6.92
Professional and consultancy charges	230.98	106.82
Auditors' remuneration (refet note i below)	10.53	7.02
Provision for doubtful debts (refer note 39)	64.11	75.12
Bad debts written off	5.00	
Office maintenance	66.16	9.52
Net loss/ (gain) on foreign currency transactions and translation	-	104.46
Miscellaneous expenses	23.69	5.53
	950.54	**633.51**

Note i: Auditors' remuneration

Audit fees and certification charges included in professional fees (excluding taxes)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Statutory audit	5.35	4.45
Tax Audit	1.45	1.25
Other services (incl. limited reviews)	3.73	1.32
Total	**10.53**	**7.02**

32 Contingent liabilities & commitments

(a) Contingent liabilites

Particulars	As at 31st March 2025	As at 31st March 2024
Claims against the Company not acknowledged as debt (refer note below)	1,057.93	1,057.93

The Company has disputed the demand raised by the Income Tax authorities for the Assessment Year 2019-20 pertaining to the disallowance of depreciation on goodwill. Which is pending before the Commissioner of Income Tax (Appeals). The aggregate amount of disputed tax is ₹1,057.93 lakh (31st March 2024 – ₹1,057.93 lakh).

(b) Commitments

Estimated amount of Contracts remaining to be executed on capital account and not provided for (net of advances) ₹Nil (31st March 2024: ₹ Nil).

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

33 Related party disclosures

a) Name of the related party and the nature of its relationship with the Company:

Particulars	Relationship as on 31st March 2025
Holding and subsidiary Companies	
Mayuka Holdings Private Limited	Holding Company
I Quest Enterprises Private Limited	Ultimate Holding Company
MosChip Technologies, USA	Wholly owned subsidiaries
MosChip Institute of Silicon Systems Private Limited	
MosChip Technologies W.L.L (upto 24th June 2024)	
Softnautics Inc	
Softnautics LLP (Subsidiary of Softnautics Inc)	Wholly owned step-down subsidiary
Directors and relatives *	
Mr. Damodar Rao Gummadapu	Non-Executive Director
Mr. K Ramachandra Reddy (upto 1st May 2023)	
Mr. G. V. Pranav Reddy (w.e.f 4th November 2023)	
Mr. Vinayendra Parvathaneni (w.e.f 4th November 2023)	
Mr. K.Pradeep Chandra	Independent Director
Mr. D.G.Prasad	
Mrs. Madhurika Nalluri Venkat	
Mr. Rajeev Krishnamoorthy (upto 29th January 2024)	
Mrs. Asha Nimmagadda	Relative of KMP of Holding company
Key management personnel and relatives *	
Mr. Venkata Sudhakar Simhadri - Managing Director and Chief Executive Officer (upto 25th October 2023)	Key Management Personnel
Mr. Srinivasa Rao Kakumanu - Managing Director and Chief Executive Officer (w.e.f 26th October 2023)	Key Management Personnel
Mr. Jayaram Susarla - Chief Financial Officer	Key Management Personnel
Mr. Suresh Bachalakura - Company Secretary	Key Management Personnel
Others *	
Techwave Infotech Private Limited	Director has significant influence
Smilax Corporate Services LLP	Common Director in Holding company

* In terms of Para 18 of Ind AS 24, the above list represents only the Companies, Directors, KMP's and relatives, who are having transactions with the Company.

b) Transaction with related parties for the year ended

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Revenue from operations		
MosChip Technologies, USA	9,494.36	6,924.50
Import of goods / services / capital goods		
MosChip Technologies, USA	1,293.36	2,009.35
Reimbursement of expenses		
MosChip Technologies, USA	269.78	261.61
Professional charges		
MosChip Institute of Silicon Systems Private Limited	446.23	205.65

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Loans - given, net		
MosChip Institute of Silicon Systems Private Limited	(149.27)	86.48
Interest income		
MosChip Institute of Silicon Systems Private Limited	10.48	16.86
Advances given		
Softnautics LLP	1,201.41	-
Lease income		
Softnautics LLP	23.19	-
Investment in equity shares		
MosChip Institute of Silicon Systems Private Limited	368.93	-
Loans repayment		
I Quest Enterprises Private Limited	1,239.36	508.77
Interest expenses		
Ms. Asha Nimmagadda	16.57	24.06
I Quest Enterprises Private Limited	111.04	20.39
Mayuka Holdings Private Limited	-	192.52
Transactions with Key Management Personnel		
Remuneration to Key Management Personnel		
Short term employee benefits	474.11	499.40
Post employment benefits;	0.65	0.65
Other long-term employee benefits	14.65	256.35

c) **Balance as at (payables) / receivables**

Particulars	As at 31st March 2025	As at 31st March 2024
Techwave Infotech Private Limited (Included in trade payables)	300.00	300.00
MosChip Technologies, USA (Net) (Included in trade receivables)	1,605.12	3,532.38
Softnautics LLP (Included in loans and advances)	1,201.41	-
MosChip Institute of Silicon Systems Private Limited, (Payable) / Advance	(114.20)	333.86
I Quest Enterprises Private Limited (included in borrowings)	-	1,239.36

d) **Terms and conditions of transactions with related parties:**

i. The transactions with related parties are made on terms equivalent to those that prevail at arm's length and in ordinary course of business. Outstanding balances at the year-end are unsecured.

ii. The transactions are disclosed under various relationships (i.e. holding and other related parties) based on the status of related parties on the date of transactions.

iii. The Company gives or receives trade advances during normal course of business. The transactions against those trade advances are part of above-mentioned purchases or sales and accordingly, such trade advances have not been shown separately.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

34 Corporate Social Responsibility ("CSR")

a) As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities of the Company mainly encompass activities relating to promoting education.

Pursuant to the provisions of Section 135(9) of the Companies Act, 2013 and in view of the fact that the requirement to make spends on account of CSR obligations was less than ₹50 lakh, the CSR Committee was not required to be formed, and the Board of Directors will discharge the functions of CSR Committee.

b) Details of expenditure on Corporate Social Responsibility:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
(i) Gross amount required to be spent by the Company during the year	13.94	8.95
(ii) Amount approved by the Board to be spent during the year	13.94	8.95
(iii) Amount spent during the year (in cash)		
- construction/ acquisition of any asset	-	-
- on purpose other than above	13.94	8.95
(iv) Shortfall at the end of the year	-	-
(v) Total of previous years shortfall	-	-
(vi) Reason for shortfall	NA	NA
(vii) Nature of CSR activities	Promoting Education and Culture	Promoting Education
(viii) Details of related party transactions, e.g. contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard.	-	-
(ix) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year.	NA	NA

35 Segment information

Ind AS 108 establishes standards for the way that companies report information about their operating segments and related disclosures, as applicable about products and services, geographic areas, and major customers. Based on the "management approach" as defined in Ind AS 108, the management evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographical segments. Accordingly, information has been presented as per business segments. The accounting principles used in the preparation of the standalone financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies. Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment. Certain expenses such as depreciation and finance cost, which form a significant component of total expenses, are not specifically allocable to specific segments as the underlying assets are used interchangeably. Management believes that it is not practical to provide segment disclosures relating to those expenses, and accordingly these expenses are separately disclosed as "unallocated" and adjusted against the operating income of the Company. Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the decision maker, in deciding how to allocate resources and assessing performance. The Company decision maker is the Chief Executive Officer. The Company has identified business segments as reportable segments. Accordingly, Semiconductor and Software & System Design have been disclosed as business segments.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Segregation of assets (except for specific assets), liabilities (except for specific segment liabilities), depreciation and other non-cash expenses into various business segments have not been done as the assets are used interchangeably between segments and the Company is of the view that it is not practical to reasonably allocate liabilities and other non-cash expenses to individual segments and an ad-hoc allocation will not be meaningful.

Information on reportable segments are given below

Business segment

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Revenue		
Semiconductor	31,645.10	18,641.85
Software & System Design	7,076.08	3,642.04
Total	**38,721.18**	**22,283.89**
Direct cost		
Semiconductor	25,177.75	14,516.60
Software & System Design	6,819.75	3,663.35
Segment operational income		
Semiconductor	6,467.35	4,125.25
Software & System Design	256.34	(21.31)
Total Operational income	**6,723.69**	**4,103.93**
Other income	409.76	321.53
Un allocated expenses	(2,318.38)	(2,096.47)
Finance charges	(695.79)	(557.37)
Depreciation and amortisation expenses	(1,197.49)	(1,149.70)
Profit before tax	**2,921.79**	**621.92**
Tax expenses	-	-
Profit after tax	**2,921.79**	**621.92**

Statement of Segment assets and segment liabilities

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Segment assets		
Semiconductor	16,210.19	14,965.12
Software & System Design	4,229.86	3,887.07
Un-allocable segment assets	22,621.97	17,796.90
Total	**43,062.02**	**36,649.09**
Segment liabilities		
Semiconductor	3,726.95	232.45
Software & System Design	538.74	232.39
Un allocable segment Liabilities	5,978.37	8,802.94
Total	**10,244.05**	**9,267.78**
Capital employed	**32,817.97**	**27,381.31**

Note: During the year, the Company has changed its segment nomenclature from embedded to Software & System Design, aligning with the nature of its services.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

36 Details of employee benefits as required by the IND AS-19 – Employee Benefits are as under:

i. Defined contribution plans

The Company makes contributions to Provident Fund which is defined contribution plans for qualifying employees. Under these Schemes, the Company contributes a specified percentage of the payroll costs to the respective funds.

The Company has recognized as expense in the Statement of Profit and Loss ₹250.34 lakhs (31st March 2024: ₹230.98 lakhs) towards Provident Fund contributions.

ii. Defined benefit plan

In accordance with the Payment of Gratuity Act, 1972, applicable for Indian companies, the Company operates a scheme of gratuity which is a defined benefit plan. The gratuity plan is partially funded

Changes in Defined Benefit Obligation ('DBO') and planned assets recognized in the Balance Sheet are as under

Particulars	As at 31st March 2025	As at 31st March 2024
Defined benefit obligation at the beginning of the year	**1,157.97**	**794.58**
Service cost	227.84	171.53
Interest cost	75.00	55.19
Benefits paid	(111.71)	(94.64)
Actuarial gain	242.94	231.31
Defined benefit obligation at the end of the year	**1,592.04**	**1,157.97**

Particulars	As at 31st March 2025	As at 31st March 2024
Change in fair value of plan assets		
Fair value of plan assets at the beginning of the year	**28.08**	**15.46**
Employer Contributions	109.30	105.64
Actuarial (gain)/loss on plan assets	(0.98)	1.62
Benefits Paid	(111.71)	(94.64)
Fair value of plan assets at the end of the year	**24.69**	**28.08**
Present value of projected benefit obligation at the end of the year	1,592.04	1,157.97
Fair value of plan assets at the end of the year	24.69	28.08
Net liability recognised in the balance sheet	**1,567.35**	**1,129.89**
Non Current	1,309.76	941.58
Current	257.59	188.31

Expenses recognised in statement of profit and loss

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Service cost	227.84	171.53
Interest cost (Incl. Interest on asset)	75.00	55.19
Expenses recognised in statement of profit and loss	**302.84**	**226.72**
Gratuity cost		
Actuarial gain / (loss) due to financial assumption changes	34.88	20.83
Actuarial gain / (loss) due to experience adjustments	202.63	210.48
Actuarial gain / (loss) due to change in demographic assumptions	5.41	-
Return on plan assets greater (less) than discount rate	0.98	(1.62)
Total expenses recognised in OCI	**243.90**	**229.69**

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Assumptions

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Discount rate	6.70%	7.15%
Future salary increases	7.00%	7.00%
Employee turnover		
Age (years)		
21-30	13.00%	15.00%
31-40	22.00%	23.00%
41-50	14.00%	19.00%
51-59	37.00%	24.00%

Sensitivity analysis

Quantitative sensitivity analysis for significant assumption and its impact on projected benefit obligation are as follows:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Effect of + 0.5% change in rate of discounting	(2.43%)	(2.24%)
Effect of - 0.5% change in rate of discounting	2.54%	2.10%
Effect of + 0.5% change in rate of salary increase	2.19%	2.34%
Effect of - 0.5% change in rate of salary increase	(2.15%)	(2.06%)

The sensitivity results above determine their individual impact on defined benefit obligation.

The expected maturity analysis of undiscounted defined benefit obligation (funded and unfunded) is as follows:

Particulars	Within 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	above 5 years
As at 31st March 2025	269.82	261.23	252.02	233.82	199.77	1,138.70
As at 31st March 2024	216.41	200.49	189.00	175.17	156.68	759.82

Nature of Benefits:

The Company operates a defined benefit final salary gratuity plan which is open to new entrants. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The employees do not contribute towards this plan and the full cost of providing these benefits are met by the Company.

i. Regulatory Framework:

There are no minimum funding requirements for a gratuity plan in India. The trustees of the gratuity fund have a fiduciary responsibility to act according to the provisions of the trust deed and rules. Since the fund is income tax approved, the Company and the trustees have to ensure that they are at all times fully compliant with the relevant provisions of the income tax and rules. Besides this if the Company is covered by the Payment of Gratuity Act, 1972 then the Company is bound to pay the statutory minimum gratuity as prescribed under this Act.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

ii. Governance of the Plan:

The Company has setup an income tax approved irrevocable trust fund to finance the plan liability. The trustees of the trust fund are responsible for the overall governance of the plan.

iii. Risk exposures:

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Company is exposed to various risks in providing the above benefit which are as follows:

(a) Interest Rate risk: The plan exposes the Company to the rise of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

(b) Liquidity Risk: This is the risk that the Company is not able to meet the short-term Benefit payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

(c) Salary escalation Risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

(d) Demographic Risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.\

(e) Regulatory Risk: Benefit is paid in accordance with the Provisions of Gratuity Act 1972 (as may be amended from time to time). There is a risk of change in provisions of Gratuity Act requiring higher Plan Benefit pay outs (e.g. change in benefit formula).

(f) Asset Liability Mismatching or Market Risk: The duration of the liability is longer compared to duration of assets, exposing the Company to market risk for volatilities/fall in interest rate.

(g) Investment Risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

37 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following table sets out the computation of basic and diluted earnings per share:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Profit for the year	2,921.79	621.92
Profit attributable to equity share holders	2,921.79	621.92
Equity Shares outstanding as at the end of the year (in nos.)	**19,10,78,292**	**18,81,35,799**
Weighted average number of Equity Shares used as a denominator for calculating basic earnings per share	18,98,43,244	17,96,23,046
Add: Dilutive impact of employee stock options	75,07,226	1,19,07,834
Number of Equity Shares used as denominator for calculating diluted earnings per share	**19,73,50,469**	**19,15,30,880**
Earnings per share of par value ₹2 – Basic (₹)	1.54	0.35
Earnings per share of par value ₹2 – Diluted (₹)	1.48	0.32

38 Employee stock option plans (ESOP)

The Employee Stock Option Plans are designed to provide incentives to employees to deliver long-term returns. Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

The Company has established Nine schemes i.e., Employee Stock Option Plan, MosChip Stock Option Plan 2005 (MI), MosChip Stock Option Plan 2005 (WOS), MosChip Stock Option Plan 2008, MosChip Stock Option Plan 2008(ALR), MosChip Stock Option Plan 2008(Director), MosChip Stock Option Plan 2018, MosChip Stock Option Plan 2022 and MosChip Stock Option Plan 2024 with 600,000 equity shares, 500,000 equity shares, 500,000 equity shares, 3,000,000 equity shares, 1,000,000 equity shares, 1,000,000 equity shares 10,000,000 equity shares, 10,000,000 equity shares, 15,000,000 equity shares respectively.

Out of above plans the Company has granted options during the year ended 31st March 2025 in Moschip Stock Option Plan 2018, Moschip Stock Option Plan 2022 and MosChip Stock Option Plan 2024.

Once vested, the options remain exercisable for a period of three / four years. When exercisable, each option is convertible into one equity share. The exercise price of the options is based on the previous day closing rate on which options are granted which the Company's shares are traded on the stock exchange during the previous day.

Set out below is a summary of options granted under the plan:

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

For year ended 31st March 2025

Particulars	Options outstanding at the beginning of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the period	Options outstanding at the end of the year
MosChip Stock Option Plan 2008	4,69,264	-	1,72,500	2,23,543	-	73,221
Moschip Stock Option Plan 2005 (MI)	-	-	-	-	-	-
Moschip Stock Option Plan 2005 (WOS)	2,63,070	-	-	49,714	-	2,13,356
Moschip Stock Option Plan 2008 (ALR)	2,60,126	-	-	64,585	-	1,95,541
Moschip Stock Option Plan 2008 (Director)	-	-	-	-	-	-
MosChip Stock Option Plan 2018	41,72,465	11,15,000	3,57,992	13,52,367	-	35,77,106
MosChip Stock Option Plan 2022	82,15,630	15,25,960	11,20,614	12,52,284	-	73,68,692
MosChip Stock Option Plan 2024	-	43,49,000	8,100	-	-	43,40,900

Out of above plans the Company has granted options during the year ended 31st March 2024 in Moschip Stock Option Plan 2022.

For year ended 31st March 2024

Particulars	Options outstanding at the beginning of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the period	Options outstanding at the end of the year
MosChip Stock Option Plan 2008	8,49,467	-	39,250	3,40,953	-	4,69,264
Moschip Stock Option Plan 2005 (MI)	99,953	-	-	99,953	-	-
Moschip Stock Option Plan 2005 (WOS)	3,05,570	-	-	42,500	-	2,63,070
Moschip Stock Option Plan 2008 (ALR)	3,68,461	-	3,000	1,05,335	-	2,60,126
Moschip Stock Option Plan 2008 (Director)	10,00,000	-	-	10,00,000	-	-
MosChip Stock Option Plan 2018	74,05,177	-	3,85,691	28,47,021	-	41,72,465
MosChip Stock Option Plan 2022	64,21,672	28,13,700	6,14,973	4,04,769	-	82,15,630

During the year a reserve of ₹1782.23 Lakhs (31st March 2024 : ₹1402.91 Lakhs) was made towards outstanding of ESOP's and Share based payment expenses for the year ended 31st March 2025 of ₹1,442.14 lakhs (31st March 2024 ₹1,141.30 lakhs).

The weighted average grant date fair value of the options granted during the years ended 31st March 2025 and 31st March 2024 was ₹192.70 and ₹94.59 per option respectively.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

The weighted average share price at the date of exercise of options exercised during the years ended 31st March 2025 was ₹196.61 (31st March 2024 – ₹82.48) per share, respectively.

The aggregate intrinsic value of options exercised during the years ended 31st March 2025 and 31st March 2024 was ₹163.87 and ₹61.58, respectively

Share options outstanding at the end of the year have the following expiry date and exercise prices as on 31st March 2025

Grant date	Vesting period	Excise price	Share options	Weighted average remining useful life (months)
26-Oct-18	4 Years	18.00	20,000	-
20-Jul-20	3 Years	16.00	3,34,345	-
25-Jan-21	4 Years	16.00	1,00,000	-
27-Apr-21	4 Years	18.00	31,250	1
20-Jul-21	4 Years	24.00	5,07,733	3
20-Oct-21	4 Years	31.28	57,500	6
17-Jan-22	4 Years	40.00	6,56,750	9
28-Apr-22	4 Years	40.00	29,630	12
14-Jul-22	4 Years	40.00	2,99,105	16
25-Oct-22	4 Years	40.00	42,57,918	19
25-Jan-23	4 Years	40.00	3,51,175	22
25-May-23	4 Years	50.00	3,09,650	25
17-Jul-23	4 Years	50.00	30,000	27
04-Nov-23	4 Years	50.00	20,82,000	31
06-May-24	4 Years	96.00	21,80,400	37
24-Oct-24	4 Years	96.00	1,80,460	43
30-Jan-25	4 Years	96.00	43,40,900	46

Share options outstanding at the end of the year have the following expiry date and exercise prices as on 31st March 2024

Grant date	Vesting period	Excise price	Share options	Weighted average remining useful life (months)
26-Oct-18	4 Years	18.00	74,500	-
20-Jul-20	3 Years	16.00	8,96,388	-
25-Jan-21	4 Years	16.00	2,00,000	10
27-Apr-21	4 Years	18.00	75,000	13
20-Jul-21	4 Years	24.00	9,85,375	16
20-Oct-21	4 Years	31.28	82,750	18
17-Jan-22	4 Years	40.00	10,80,000	22
28-Apr-22	4 Years	40.00	2,11,050	25
14-Jul-22	4 Years	40.00	3,78,290	28
25-Oct-22	4 Years	40.00	61,14,940	31
25-Jan-23	4 Years	40.00	5,23,062	34
25-May-23	4 Years	50.00	3,46,200	38
17-Jul-23	4 Years	50.00	30,000	39
04-Nov-23	4 Years	50.00	23,83,000	43

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Valuation of stock options:

The fair value of services received in return for stock options granted to employees is measured by reference to the fair value of stock options granted. The fair value of stock options granted under various schemes have been measured using the Black-Scholes-Merton model at the date of the grant.

The Black-Scholes-Merton model includes assumptions regarding dividend yields, expected volatility, expected terms and risk free interest rates. In respect of par value options granted, the expected term of an option (or "option life") is estimated based on the vesting term and contractual term, as well as the expected exercise behaviour of the employees receiving the option. In respect of fair market value options granted, the option life is estimated based on the simplified method. Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares. Dividend yield of the options is based on recent dividend activity. Risk-free interest rates are based on the government securities yield in effect at the time of the grant. These assumptions reflect management's best estimates, but these assumptions involve inherent market uncertainties based on market conditions generally outside of the Company's control. As a result, if other assumptions had been used in the current period, stock-based compensation expense could have been materially impacted. Further, if management uses different assumptions in future periods, stock-based compensation expense could be materially impacted in future years.

The estimated fair value of stock options is recognised in the statement of profit and loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in-substance, multiple awards.

The model inputs for options granted during the year ended 31st March 2025 included:

Grant date	Vesting period	Expiry Date	Exercise Price	Share Price at Grant date	Expected price volatility of the company's shares	Expected dividend yield	Risk free interest rate
26-Oct-18	4 Years	25-Oct-25	18.00	23.50	53%	-	8.04%
20-Jul-20	3 Years	19-Jul-26	16.00	14.80	55%	-	4.55%
25-Jan-21	4 Years	24-Jan-28	16.00	15.00	61%	-	4.58%
27-Apr-21	4 Years	26-Apr-28	18.00	30.85	60%	-	4.58%
20-Jul-21	4 Years	19-Jul-28	24.00	44.96	68%	-	4.58%
20-Oct-21	4 Years	19-Oct-28	31.28	47.55	66%	-	4.58%
17-Jan-22	4 Years	16-Jan-29	40.00	81.05	68%	-	5.21%
28-Apr-22	4 Years	27-Apr-29	40.00	62.60	66%	-	5.31%
14-Jul-22	4 Years	13-Jul-29	40.00	54.35	67%	-	5.37%
25-Oct-22	4 Years	24-Oct-29	40.00	67.50	58%	-	7.13%
25-Jan-23	4 Years	24-Jan-30	40.00	66.33	55%	-	7.06%
25-May-23	4 Years	24-May-30	50.00	61.04	51%	-	7.00%
17-Jul-23	4 Years	16-Jul-30	50.00	106.44	53%	-	7.00%
04-Nov-23	4 Years	03-Nov-30	50.00	84.31	50%	-	7.23%
06-May-24	4 Years	05-May-31	96.00	143.15	52%	-	7.11%
24-Oct-24	4 Years	23-Oct-31	96.00	215.40	56%	-	6.80%
30-Jan-25	4 Years	29-Jan-32	96.00	181.90	56%	-	6.85%

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

The model inputs for options granted during the year ended 31st March 2024 included:

Grant date	Vesting period	Expiry date	Exercise Price	Share price at grant date	Expected price volatility of the company's shares	Expected dividend yield	Risk free interest rate
26-Oct-18	4 Years	25-Oct-25	18.00	23.50	53%	-	8.04%
20-Jul-20	3 Years	19-Jul-26	16.00	14.80	55%	-	4.55%
25-Jan-21	4 Years	24-Jan-28	16.00	15.00	61%	-	4.58%
27-Apr-21	4 Years	26-Apr-28	18.00	30.85	60%	-	4.58%
20-Jul-21	4 Years	19-Jul-28	24.00	44.96	68%	-	4.58%
20-Oct-21	4 Years	19-Oct-28	31.28	47.55	66%	-	4.58%
17-Jan-22	4 Years	16-Jan-29	40.00	81.05	68%	-	5.21%
28-Apr-22	4 Years	27-Apr-29	40.00	62.60	66%	-	5.31%
14-Jul-22	4 Years	13-Jul-29	40.00	54.35	67%	-	5.37%
25-Oct-22	4 Years	24-Oct-29	40.00	67.50	58%	-	7.13%
25-Jan-23	4 Years	24-Jan-30	40.00	66.33	55%	-	7.06%
25-May-23	4 Years	24-May-30	50.00	61.04	51%	-	7.00%
17-Jul-23	4 Years	16-Jul-30	50.00	106.44	53%	-	7.00%
04-Nov-23	4 Years	03-Nov-30	50.00	84.31	50%	-	7.23%

As of 31st March 2025 and 31st March 2024, there was ₹5,382.93 lakhs and ₹2,014.12 lakhs respectively of total unrecognised compensation cost related to unvested stock options this cost is expected to be recognised over a weighted average period of 29.35 months and 28.70 months, respectively.

39 Financial risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions.

(a) Financial instruments by category

The carrying value and fair value of financial instruments by categories is as follows:

As at March 31, 2025

Particulars	Fair value through profit or loss	Fair value through other comprehensive income	At Cost	Amortised cost	Total carrying value *
Financial asset					
Investments	-	-	16,312.09		16,312.09
Trade receivables	-	-	-	6,410.06	6,410.06
Other financial assets	-	-	-	530.85	530.85
Cash and cash equivalents	-	-	-	2,725.61	2,725.61
Other bank balances	-	-	-	2,035.66	2,035.66
Other financial assets	-	-	-	779.71	779.71
Total	**-**	**-**	**16,312.09**	**12,481.89**	**28,793.98**
Financial liabilities					
Lease liabilities	-	-	-	1,887.59	1,887.59
Trade payables	-	-	-	2,208.91	2,208.91
Total	**-**	**-**	**-**	**4,096.50**	**4,096.50**

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

As at March 31, 2024

Particulars	Fair value through profit or loss	Fair value through other comprehensive income	At Cost	Amortised cost	Total carrying value *
Financial asset					
Investments	-	-	15,945.34		15,945.34
Trade receivables	-	-	-	8,386.63	8,386.63
Other financial assets	-	-	-	256.34	256.34
Cash and cash equivalents				11.29	11.29
Other bank balances	-	-	-	1,576.93	1,576.93
Other financial assets	-	-	-	796.33	796.33
Total	**-**	**-**	**15,945.34**	**11,027.52**	**26,972.86**
Financial liabilities					
Borrowings	-	-	-	4,064.83	4,064.83
Lease liabilities	-	-	-	1,969.44	1,969.44
Trade payables	-	-	-	895.33	895.33
Other financial liabilities	-	-	-	43.59	43.59
Total	**-**	**-**	**-**	**6,973.19**	**6,973.19**

*The fair value of cash and cash equivalents, other balances with bank, trade receivables, unbilled receivables, loans, trade payables, borrowing and certain other financial assets and liabilities approximate their carrying amount largely due to the short term nature of these instruments.

(b) Financial risk management objectives and policies

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at 31st March 2025 and 31st March 2024. The sensitivity analyses have been prepared on the basis that the amount of net debt and the interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31st March 2025 and 31st March 2024.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with interest rates.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Interest rate sensitivity

If interest rates had been 1 basis points higher/lower and all other variables were held constant, the Company's profit for the year ended March 31, 2025 would decrease/(increase) by ₹Nil lakhs (31st March 2024: decrease/increase by ₹29.15 lakhs). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risk. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹12,481.89 and ₹11,027.52 as of 31st March 2025 and 31st March 2024 respectively, being the total of the carrying amount of trade receivables, investments, cash and cash equivalents, other balance with banks, loans and other financial assets.

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each Balance Sheet date whether a financial asset or a Company of financial assets is impaired.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information.

The expected credit loss allowance is based on the ageing of receivables and the rates in the provision matrix. Movement in the expected credit loss allowance is as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	**1,468.71**	**1,393.59**
Add: provision created during the year	64.11	75.12
Balance at the end of the year	**1,532.82**	**1,468.71**

Concentration risk

Credit risk on cash and cash equivalent is limited as the Company generally transacts with banks with high credit ratings assigned by credit rating agencies.

Trade receivable - The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. Exposure to customers is diversified and there is a single customer contributing more than 10% of outstanding trade receivables and unbilled revenues.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following are the details of contractual maturities of significant financial transactions

As at 31st March 2025

Particulars	Less than 1 year	1-3 years	3 to 5 years	> 5 years	Total
Lease liabilities	961.30	926.29	-	-	1,887.59
Trade payables	1,390.93	817.98	-	-	2,208.91
	2,352.23	**1,744.27**	**-**	**-**	**4,096.50**

As at 31st March 2024

Particulars	Less than 1 year	1-3 years	3 to 5 years	> 5 years	Total
Borrowings	3,310.54	754.29	-	-	4,064.83
Lease liabilities	833.25	1,136.19	-	-	1,969.44
Trade payables	895.33	-	-	-	895.33
Other financial liabilities	43.59	-	-	-	43.59
	5,082.71	**1,890.48**	**-**	**-**	**6,973.19**

40 Capital management

The Company's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital on the basis of return on capital employed as well as the debt to total equity ratio.

For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprise of issued share capital and all other equity reserves.

The capital structure as of 31st March 2025 and 31st March 2024 was as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
Total equity attributable to the equity shareholders of the Company	**32,817.97**	**27,381.32**
As a percentage of total capital	100%	87%
Long term borrowings including current maturities	-	754.29
Short term borrowings	-	3,310.54
Total borrowings	**-**	**4,064.83**
As a percentage of total capital	**0.00%**	**13%**
Total capital (equity and borrowings)	**32,817.97**	**31,446.15**

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

41 Goodwill

Goodwill arising upon business combinations is not amortised but tested for impairment periodically, if there are any impairments indications.

Particulars	As at 31st March 2025	As at 31st March 2024
Gross carrying value		
Opening balance	5,511.00	5,511.00
Goodwill arising on business combination	-	-
Closing balance	**5,511.00**	**5,511.00**

For the purpose of impairment testing, goodwill is allocated to a cash generating unit, representing the lowest level within the Company at which goodwill is monitored for internal management purposes and which is not higher than the Company's operating segment.

The recoverable amounts of the above cash generating units have been assessed using a value-in-use model. Value-in-use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially, a discount rate is applied to calculate the net present value of the post-tax cash flows. Key assumptions upon which the Company has based its determinations of value-in-use include:

a) The values assigned to the assumption reflect past experience and are consistent with the management's plans for focusing operations in these markets. The management believe that the planned market share growth per year for the next five years is reasonably achievable.

b) Average gross margins achieved in the period immediately before the budget margin period, increased for expected efficiency improvements. This reflects past experience, except for efficiency improvements.

c) A terminal value arrived at by extrapolating the last forecasted year cash flows to perpetuity, using a constant long-term growth rate. This long-term growth rate takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.

d) The after tax discount rates used are based on the Company's weighted average cost of capital.

e) The after tax discount rates used for various cash generating units.

The Company believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

42 Taxes

The Company has decided to opt for taxation under Section 115BAA of the Income Tax Act, 1961 (""Act""), which provides for a concessional tax rate of 22% (plus applicable surcharge and cess), subject to the condition that the Company foregoes specified exemptions and deductions. As per Section 115JB(5A), the provisions of Minimum Alternate Tax (MAT) under Section 115JB shall not apply to a company that exercises the option under Section 115BAA. Accordingly, the Company has decided to opt for Section 115BAA, hence current tax (MAT) is not applicable for the current financial year. The Company has brought forward unabsorbed depreciation amounting to ₹4,991.32 lakhs (as at 31st March 24 ₹5,343,54 lakhs) under the Income tax Act, 1961, for which there is no time limit for tax utilisation. Further, the Company also has carried forward losses aggregating to ₹1,386.14 lakhs (as at 31st March 2024 ₹4,267.49 lakhs) under the Income tax Act, 1961 which gets expired within 8 years of the respective years, The carried forward losses will get expired mainly during the years 2030 to 2031.

Accordingly, deferred tax asset has not been recognised in respect of unabsorbed losses as they may not be used to offset taxable profits and there are no other tax planning opportunities or other evidence of recoverability in the near future.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

43 Other Income

Pursuant to an arbitration award received during the year in favour of the Company, a compensation amounting to ₹1 crore was received, pertaining to the business operations of the Company. As the amount is not considered material, it has been included under "Other Income."

44 Additional regulatory information

a. Details of benami property held

The Company does not hold any benami property as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

b. Relationship with struck off Companies

The Company doesn't have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

c. Revaluation of property, plant and equipment, intangible assets and investment property

The Company has not done revaluation of property, plant and equipment / intangible assets/ investment property.

d. The Company has not been declared as willful defaulter by any bank or financial institution or RBI or other lenders.

e. Undisclosed income

The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

f. Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the financial year.

g. Registration of charges or satisfaction with registrar of companies

The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

h. Compliance with number of layers of companies

The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

i. The company has not advanced any loan / advances in the nature of loan to promoters, directors, KMP's or related parties as defined under Companies Act, 2013 either jointly or severally with any persons except a demand loan to a wholly owned step-down subsidiary company with an interest.

j. The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. The monthly statements filed by the Company with such banks are in agreement with the books of account of the Company

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

k. There are no Schemes of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the companies Act, 2013.

l. Intangible assets under development

Intangible assets under development mainly includes IP development of a Smart energy meter under the Vidyut project.

Intangible assets under development aging schedule

Particulars	As at 31st March 2025	As at 31st March 2024
Projects in progress		
< 1 year	1,284.39	904.60
1-2 years	904.60	-
2-3 years	-	-
> 3 years	-	-
Total	**2,188.99**	**904.60**

45 Disclosure as per section 186(4) of the Companies Act,2013

The details of investments made under Section 186(4) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 are given in Note 6, these investments are made for business activities.

Name of the entity to whom loan / investment / guarantee / security was given / made	Relationship, if any, of the entity with the company	Amount of / Investment ₹	Particulars of Investments made	Purpose for which the loan or guarantee or security is proposed to be utilised by the recipient.
Softnautics LLP *	Step-down Subsidiary	1,201.41	Loan	Working capital
MosChip Technologies, USA	Subsidiary	2,244.69	Investment-Equity	Not applicable
MosChip Technologies, WLL		-		
MosChip Institute of Silicon Systems Pvt. Ltd		568.93		
Softnautics Inc		13,498.47		

* 0.01 % share in Softnautics LLP value ₹100/-

46 No funds have been advanced / loaned / invested (from borrowed funds or from share premium or from any other sources / kind of funds) by the Company to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

47 Events occurring after balance sheet

a On 4th April 2025, the exisiting Softnautics LLP is converted into a private limited company Viz., Softnautics Private Limited.

b On 8th April 2025, The Board of Directors has approved the Scheme of Amalgamation of Wholly Owned Subsidiaries i.e Softnautics Inc (USA) and Softnautics Private Limited (Formerly known as "Softnautics LLP") with MosChip Technologies Limited with an appointed date as 1st April 2025. This Scheme is pending before NCLT for approval and has no bearing on the financial statement for the period.

c MosChip Institute of Silicon Systems Pvt.Ltd (100% Subsidiary of the Company) name was changed to "Moschip Academy Of Silicon Systems & Technologies Private Limited" w.e.f 6th May 2025.

d The Standalone Financial Statements for the year ended March 31, 2025 were approved by the Board of Directors and authorised for issue on 21st May 2025.

48 The following are analytical ratios for the year ended 31st March 2025 and 31st March 2024

Sl. No.	Particulars	Numerator	Denominator	Year ended 31st March 2025	Year ended 31st March 2024	Variance	Remarks
a	Current ratio (no. of times)	Current assets	Current liabilities	2.40	1.89	27%	Note i
b	Debt – Equity Ratio (no. of times)	Total Debt (represents lease liabilities) (1)	Shareholder's Equity	0.06	0.22	-74%	Note i
c	Debt service coverage ratio; (no. of times)	Earnings available for debt service (2)	Debt Service (3)	4.07	0.80	409%	Note ii
d	Return on Equity (ROE)	Net Profits after taxes	Average Shareholder's Equity	9.71%	3.16%	207%	Note ii
e	Trade receivables turnover ratio	Revenue	Average Trade Receivable	5.23	2.93	79%	
f	Trade payables turnover ratio	Purchases of services and other expenses	Average Trade Payables	9.76	4.77	105%	Note iii
g	Net capital turnover ratio	Revenue	Working Capital	4.05	4.04	0%	
h	Net profit ratio	Net Profit	Revenue	7.55%	2.79%	170%	Note iv
i	Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed (4)	10.42%	3.53%	195%	Note iv
j	Return on Investment(ROI) (5)	Income generated from investments	Time weighted average investments	NA	NA	NA	

[1] Total Debts = Borrowings + Leased Liabilities

[2] Earnings available for Debts Service = Net Profit after taxes + Non-cash operating expenses + Interest - Non-cash operating incomes

[3] Debt Services = Borrowings + Leased Liabilities

[4] Capital Employed = Equity share capital + Other equity + Borrowings & Lease liabilities

[5] Return on investments of the company "Not Applicable" as the company doesn't have traded investments

Notes

i. Current ratio and Debt-Equity ratio are improved as there is no debt outstanding and unutilised working capital limits.

Notes forming part of the Standalone Financial Statements

(All amounts in ₹ lakhs, unless otherwise stated)

ii. Increased due to over all group profit increased significantly.

iii. Increase is due to increase in cost of materials consumed & cost of other operating expenses

49 Figures have been rounded off to nearest lakhs and previous year figures have been regrouped wherever necessary, to correspond with the current period classification / disclosure.

As per our report of even date attached
For ST Mohite & Co
Chartered Accountants
ICAI Firm Registration No: 011410S

For and on behalf of the Board of Directors
MosChip Technologies Limited

Hima Bindu Sagala
Partner
M No. 231056
UDIN : 25231056BMOVZH7304

Srinivasa Rao Kakumanu
Managing Director & CEO
DIN : 06726305

Damodar Rao Gummadapu
Director
DIN : 07027779

Jayaram Susarla
Chief Financial Officer

Suresh Bachalakura
Company Secretary
M. No: ACS 39381

Place: Hyderabad
Date: 21st May 2025

Place: Hyderabad
Date: 21st May 2025

NOTICE OF 26th ANNUAL GENERAL MEETING

Notice is hereby given that the **26th (Twenty Sixth) Annual General Meeting (AGM)** of the members of MosChip Technologies Limited will be held on Friday, the **26th day of September, 2025 at 05.00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2025 together with the reports of the Board of Director's and the Auditor's thereon and in this regard to pass the following resolution as an Ordinary Resolution.**

   "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2025 together with the reports of the Auditor's and Director's thereon and the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2025 together with the report of the auditor's thereon be and are hereby received, considered, approved and adopted."

2. **To appoint a Director in place of Mr. Gunupati Venkata Pranav Reddy (DIN: 06381368), who retires by rotation and being eligible offers himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution.**

   "**RESOLVED THAT** Mr. Gunupati Venkata Pranav Reddy (DIN: 06381368), who retires by rotation in accordance with Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation."

SPECIAL BUSINESS:

3. **Appointment of Secretarial Auditors of the company and to fix their remuneration**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution.

   "**Resolved that** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time M/s. B S S & Associates, Company Secretaries (Firm Registration No. 3744) be and are hereby appointed as the Secretarial Auditors of the company to hold office for a period of five consecutive years, from the conclusion of this Annual General Meeting, till the conclusion of the 31st Annual General Meeting of the Company to be held in the calendar year 2030, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Firm."

By Order of the Board of Directors
For MosChip Technologies Limited

CS Suresh Bachalakura
Company Secretary
M. No. A39381

Place: Hyderabad
Date: 29th August, 2025

Registered office address:
7th Floor, My Home Twitza,
TSIIC Hyderabad Knowledge City,
Hyderabad, Telangana – 500081.

Notes:

1. Pursuant to General Circular number 14/2020 dt. 8.4.2020, 17/2020 dt. 13.4.2020, 20/2020 dt. 5.5.2020, 28/2020 dt. 17.8.2020, 02/2021 dt. 13.1.2021, 19/2021 dt. 8.12.2021, 21/2021 dt. 14.12.2021, 02/2022 dt. 5.5.2022, 10/2022 dated 28.12.2022, 09/2023 dated 25.09.2023 and 09/2024 dated 19.09.2024 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no(s). SEBI/HO/CFD/CMD2/CIR/P/2022/62 dt. 13.05.2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dt. 5.1.2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dt. 07.10.2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dt. 03.10.2024 the companies are allowed to hold the Annual General Meeting through Video Conferencing or Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with aforesaid MCA Circulars and SEBI Circulars, the 26th Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC/OAVM") (hereinafter referred to as "AGM"). In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

2. The Company has appointed M/s KFin Technologies Limited ("KFintech"), Registrar and Share Transfer Agent of the Company, as the authorised agency to provide the VC/OAVM facility for conducting AGM electronically and for voting through remote e-voting or through e-voting at the AGM.

3. Pursuant to the provisions of the Act, normally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Further as per the MCA and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for the AGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State, or body corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting.

4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote either through remote e-voting or during the AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at cs@bssandassociates.com with a copy marked to evoting@kfintech.com and company's email id at investorrelations@moschip.com.

5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No(s). 3 of the accompanying Notice, is given in the **Annexure-1**. The Board of Directors of the Company at its meeting held on 30th July, 2025 considered the business mentioned in the notice of the AGM as being unavoidable and needed to be transacted at the 26th AGM of the Company.

6. The relevant details required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of director seeking appointment/re-appointment at this AGM are given in the **Annexure-2**.

7. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) is KFin Technologies Limited having office at Selenium Building, Tower B, Plot Number 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500032.

8. Attendance at the AGM: Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members may access the same at https://evoting.kfintech.com by clicking "e-AGM - Video Conference & Streaming" and access the Shareholder's/members' login by using the remote e-voting credentials which shall be provided as per Note No. 19 below. Kindly refer to Note No. 19 below for detailed instructions for participating in the AGM through Video Conferencing.

9. The Members can join the AGM 15 minutes before the meeting or within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.

10. As per the MCA Circular, facility of joining the AGM through VC/OAVM shall be available for 1,000 members on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

11. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (the Act).

12. Remote e-Voting: Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Company's Registrar and Share Transfer Agent, KFintech. Kindly refer Note No. 19 below for detailed instruction for remote-voting.

13. Voting during the AGM: Members who are present at the AGM through VC and have not cast their vote on resolutions through remote e-voting, may cast their vote during the AGM through the e-voting system provided by KFintech in the Video Conferencing platform during the AGM. Kindly refer Note No. 20 below for instruction for e-voting during the AGM.

14. The Company has fixed September 19, 2025 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the AGM.

15. The Register of Members and Transfer Book of the Company will be closed from September 19, 2025 to September 26, 2025 (both days inclusive).

16. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Integrated Report for the financial year ended March 31, 2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Notice calling the AGM and the Integrated Report has been uploaded on the website of the Company at https://moschip.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at https://www.bseindia.com and National Stock Exchange of India Limited at https://www.nseindia.com. The same is also available on the website of KFintech at their website address at https://evoting.kfintech.com.

17. **In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Act, Members who are holding shares of the Company are required to register their email addresses, so as to enable the Company to send all notices/reports/documents/intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same.**

    i. Members holding shares in dematerialised form, who have not registered their email Id's with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).

    ii. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFintech by sending an e-mail request at the email ID einward.ris@kfintech.com along with scanned copy of the duly signed request letter by the first holder providing the email ID, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Integrated Report, AGM Notice and the e-voting instructions.

    iii. Those members who have registered their e-mail address, mobile no., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFintech, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.

18. Instructions to the Members for attending the AGM through Video Conference.

    i. **For attending the AGM:** Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members may login into its website link https://emeetings.kfintech.com/loginv2.aspx by using the remote e-voting credentials. After logging in, click on "Video Conference" option and the Name of the Company can be selected.

    ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in remote e-voting in Note No. 19 below.

    iii. Members are encouraged to join the Meeting through Desktops, Laptops, Smart phones, Tablets and iPads with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22 for better experience.

    iv. Further, Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.

    v. Please note that participants using Mobile Devices or Tablets or Laptops or accessing the internet via "Mobile Hotspot" may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

    vi. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM.

    vii. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013, can send an email to investorrelations@moschip.com

19. Instructions for members for remote e-Voting: In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations the Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by KFintech ('remote e-voting'). Members attending the AGM who have not already cast their vote by remote e-voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman.

    However, in pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

    i. The remote e-voting facility will be available during the following period:

        a. Day, date and time of commencement of remote e-voting Tuesday, September 23rd 2025 (9.00 A.M. IST) and ends on Thursday, September 25th 2025 (5.00 P.M. IST).

        b. Day, date and time of end of remote e-voting is Thursday, September 25th 2025 at (5:00 P.M. IST), beyond which remote e-voting will not be allowed.

    ii. Details of Website: https://evoting.kfintech.com

    iii. The voting rights of the Members holding shares in physical form or in dematerialised form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being September 19th 2025. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.

    iv. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on August 29th 2025 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Shares of the Company and becomes Member of the Company after August 29th 2025 being the date reckoned for sending through email, the AGM Notice & Integrated Report and who holds shares as on the cut-off date i.e. September 19th 2025 may obtain the User Id and password in the manner as mentioned below:

        a) If the mobile number of the Member is registered against Folio No./DP ID and Client ID, the Member may send SMS:MYEPWD 'e-voting Event Number + Folio number or DPID Client ID to +91-9212993399. Example for NSDL: MYEPWDIN12345612345678 Example for CDSL: MYEPWD1402345612345678 Example for Physical: MYEPWDXXXX1234567890

        b) If e-mail address or mobile number of the Member is registered against Folio No./DP ID and Client ID, then on the home page of https://evoting.kfintech.com, the Member may click "Forgot Password" and enter Folio No. Or DP ID and Client ID and PAN to generate a password.

        c) Member may call KFintech's Toll free number 1800-3094-001. Member may also send an e-mail request to evoting@kfintech.com.

    v. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of aforesaid period.

    vi. Details of persons to be contacted for issues relating to e-voting:

        Shri. Veeda Raghunath, Manager – Corporate Registry, KFin Technologies Limited, Unit: MosChip Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032. Contact Toll Free No.: 1800-3094-001.

    vii. Details of Scrutinizer: Shri S. Srikanth, Partner, representing M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.

    viii. A Member can opt only for single mode of voting i.e., through remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

    ix. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

        Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

        Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

        Step 3: Access to join virtual meetings (e-AGM) of the Company on KFintech system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: i. Visit URL: https://eservices.nsdl.com/ ii. Click on the "Beneficial Owner" icon under "Login" under'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services i. To register click on link : https://eservices.nsdl.com/ ii. Select "Register Online for IDeAS" or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsphttps://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon "Login" which is available under Shareholder/Member' section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the company and the eVoting Service Provider name, i.e. KFintech. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest i. Visit URL: https://web.cdslindia.com/myeasi/home/loginor URL: http://www.cdslindia.com/ ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. v. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest i. Option to register available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL i. Visit URL: http://www.cdslindia.com/ ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote eVoting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9148, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., '**MOSCHIP TECHNOLOGIES LIMITED – AGM**" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id cs@bssandassociates.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format "Corporate Name Even No."

B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number registered with KFintech, by accessing the link:https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspxMembers are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of AGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investor.relations@MosChip.com. Questions /queries received by the Company till 05 PM on Thursday, September 25th 2025 shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through evoting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM.

viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com/and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration', which will remain open from Monday, September 22nd 2025, 09:00 A.M. till Thursday, September 25th 2025, 5:00 P.M. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will remain open from Monday, September 22nd 2025, 09:00 A.M. till Thursday, September 25th 2025, 5:00 P.M

III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com/(KFintech Website) or contact Mr. V Raghunath, Manager – RIS, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 19th 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting forthwith.

VI. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at https://www.moschip.com and Service Provider's website at https://evoting.kfintech.com/and the communication will be sent to the BSE Limited.

VII. Members may kindly note that in accordance with SEBI Circular reference SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, the Company has registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: https://smartodr.in/login. Members may feel free to utilise this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).

VIII. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

IX. Since the AGM will be held through VC/OAVM, the Route Map, proxy form and attendance slip are not annexed to this Notice.

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under Item No. 3 of the accompanying Notice dated: 29th August, 2025 convening the 26th Annual General Meeting of the Company scheduled for 26th September, 2025.]

Item No.3

Ordinary Resolution: Appointment of Secretarial Auditors of the company and to fix their remuneration

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act'), Based on the recommendations of the Audit Committee, the board has considered the appointment of M/s.B S S & Associates, Company Secretaries, a Peer Reviewed firm (Firm Registration No. 3744), as the secretarial auditors of the Company, for a term of five consecutive years, commencing from the conclusion of the 26th Annual General Meeting of the Company till the conclusion of the 31st Annual General Meeting to be held in the year 2030.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

S. No	Particulars	Remarks
01	Proposed Fee Payable	₹1,50,000 /- plus applicable taxes and out of pocket expenses.
02	Terms of appointment	M/s. B S S & Associates, Company Secretaries, will hold office from the conclusion of the 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting to conduct the secretarial audit of the Company for the financial years 2025-26 to 2029-30
03	Any material Change in the fee payable to auditor from that paid to the outgoing auditor along with the rationale for such change	No such change.
04	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor (s) proposed to be appointed.	M/s. B S S & Associates, Company Secretaries, was founded by a Practicing Company Secretary, CS S. Srikanth, who is also a Registered Valuer and Insolvency Professional, having vast experience in dealing with Corporates with respect to corporate law, SEBI, FEMA/RBI, Insolvency & Bankruptcy and Valuation. He along with his team of professionals through their unrelenting quest for excellence have established their remarkable position in the related professional field. During the last 17 years of its existence, it has grown into a multifaceted big sized Company Secretary firm offering a broad spectrum of services to its diverse clientele. The firm has had a long and trustworthy history. Since the firm's formation in 2008, the firm has pride itself on values such as professionalism, dedication, responsibility, honesty Serving to the wider business community from the last 17 years, firm enjoyed unparalleled reputation and respect of clients, who trust and rely on us for our expertise and professionalism.

M/s. B S S & Associates, Company Secretaries have given their consent and confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015. The Board recommends the Ordinary Resolution set out at Item No. 03 of the Notice for approval by the Members.

None of the Directors or the Key Managerial Personnel (KMP) of the company or the relatives of Directors and KMPs is concerned or interested, financially or otherwise in the Resolution proposed in Item No. 03.

Details of Directors seeking Appointment/ Re-appointment in the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2

Particulars	Mr. Gunupati Venkata Pranav Reddy
DIN	06381368
Date of Birth & Age	24th May, 1986 39 years
Date of First Appointment	04/11/2023
Designation/category of the Director	Non-Executive& Non Independent Director
Qualifications	Bachelors in Finance and Business Management from Kelley School of Business at Indiana University, Bloomington, US
Expertise in specific functional areas	Entrepreneurship, general administration, management, strategy, infrastructure
Experience (in years)	17 years
Remuneration last drawn	Not applicable
Remuneration sought to be paid	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof.
Terms and conditions of appointment or re-appointment	The terms and condition of appointment of the Non-executive and Non Independent Directors are uploaded on the website of the Company https://moschip.com/board-of-directors/ and is available for inspection.
Directorships in other Companies (other than listed companies)	1) Srinivasa Resorts Limited 2) Monochrome Foods Private Limited 3) Ramesh's Aerospace Products & Services Private Limited. 4) GSR Ventures Private Limited 5) Mudhra Labs Private Limited 6) Mudhra Lifesciences Private Limited 7) Matrix Pharmacorp Private Limited
Directorships held in other public companies (excluding foreign Companies and Section 8 companies) Names of listed Companies, if any.	01
Member of the Committees of other Companies on which he/she is a Member	0
Chairmanship of the Committees of other Companies.	0
Names of listed entities from which the person has resigned in the past three years	Nil
Number of equity shares held in the Company	Nil
No of Board Meetings attended during the last year	04
Disclosure of Inter-se relationship between Directors and KMP's.	No inter-se relationship between Directors and KMP's
Information as required pursuant to BSE Circular no. LIST/ COMP/14/2018-19 and Circular of National Stock exchange of India Limited having Ref No. NSE/CML/2018/ 24 dated June 20, 2021.	We affirm that Mr. Gunupati Venkata Pranav Reddy is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Mr. Gunupati Venkata Pranav Reddy is not debarred from holding the office of director pursuant to any SEBI Order.

The profile of the Directors is available on the Company's website at https://moschip.com/board-of-directors/.

MOSCHIP®

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